

THESE DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of these documents or as to the action you should take, you should immediately consult your stockbroker, solicitor, accountant, or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Somero Enterprises, Inc. (the “**Company**”), please forward these documents as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



(incorporated in the State of Delaware, USA under the Delaware General Corporation Law with registered number 3589295)

Amendment to Company Certificate of Incorporation

and

Amendment to Company Bylaws

and

Notice of Special Meeting of Stockholders

You are recommended to read the whole of these documents. In particular, your attention is drawn to the letter to Stockholders from the CEO of the Company set out in this document, which explains the background to and the reasons for amending the Certificate of Incorporation of the Company, convening the Special Meeting of Stockholders and the Board adopting the amended Bylaws of the Company (subject to approval of the amendments to the Certificate of Incorporation), and which contains a recommendation from the Directors that you vote in favor of the resolution to be proposed at the Special Meeting of Stockholders.

Notice of the Special Meeting of Stockholders of the Company to be held on November 10, 2026 at 9:00 am, at 14530 Global Parkway, Fort Myers, Florida 33913 U.S.A. and via webcast is set out in Appendix C of this document. Stockholders wishing to participate via webcast can register to do so via instructions to be found on the Company's website at <https://investors.somero.com/>.

To be valid, the accompanying Form of Written Proxy (as set out in Appendix D of this document) for use in connection with the Special Meeting of Stockholders should be completed, signed and returned as soon as possible and, in any event so as to reach the Company's registrars, Computershare Investor Services (Jersey) Limited, by not later than 2:00pm UK time on November 6, 2026 (or if the Special Meeting of Stockholders is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Completion and return of Forms of Written Proxy will not preclude Stockholders from attending and voting at the Special Meeting of Stockholders should they so wish.

Stockholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual issued by Euroclear UK & International Limited. The message must be transmitted to be received by the issuer's agent, Computershare Investor Services plc (CREST ID: 3RA50) by 2:00pm on November 5, 2026 (or, if the Special Meeting of Stockholders is adjourned, 72 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). The appointment of a proxy using the CREST electronic proxy appointment

service will not preclude Stockholders from attending and voting in person at the Special Meeting of Stockholders should they so wish.

Please refer to the Notice of Special Meeting of Stockholders at Appendix C of this document for further details.

This document is dated October 2, 2026.

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DEFINITIONS

The following shall apply throughout this document unless the context otherwise requires:

“Amended Bylaws”	means the Amended and Restated Bylaws of the Company in the form appended at Appendix B;
“Amended Certificate of Incorporation”	means the Amended and Restated Certificate of Incorporation of the Company in the form appended at Appendix A;
“Board”	means the board of directors of the Company;
“Board Consent”	means the unanimous written consent of the Board dated September 29, 2026;
“Bylaws”	means the Company’s Bylaws (as amended, supplemented or otherwise modified from time to time);
“Certificate of Incorporation”	means the Company’s Certificate of Incorporation (as amended, supplemented or otherwise modified from time to time);
“Common Stock”	means shares of the Common Stock of the Company, \$0.001 par value;
“Company”	means Somero Enterprises, Inc., a company incorporated in the State of Delaware, USA under the DGCL with registered number 3589295;
“Corporate Governance Review”	means the review of the Company’s corporate governance arrangements and legal constitution announced in June 2026 and completed on 28 August 2026;
“DGCL”	means the Delaware General Corporation Law;
“Information Statement”	means the information statement at pages 8-10 of this document;
“Special Meeting of Stockholders”	means the special meeting of the Stockholders of the Company to be held on November 10, 2026, subject to any postponement or adjournment thereof;
“Stockholder Agreement”	means the stockholder agreement dated September 18, 2026 between the Company, the Stockholder Group and James Vanasek;
“Stockholder Group”	means VN Capital Management LLC, Eureka Focus Fund LLC, Regent Gas Holdings Limited and Athanase Industrial Partner Ltd; and
“Stockholders”	means the holders of Common Stock of the Company.

SOMERO ENTERPRISES, INC.

LETTER FROM THE CEO

TO: Stockholders of Somero Enterprises, Inc.
FROM: Tim Averkamp, CEO
DATE: October 2, 2026
RE: Adoption of Amended Bylaws, Amendment of Certificate of Incorporation and Special Meeting of Stockholders of Somero Enterprises, Inc. (the “**Company**”)

This letter and the accompanying Information Statement are being furnished to the holders of Common Stock, \$0.001 par value per share (the “**Common Stock**”) of the Company (the “**Stockholders**”) as of the close of business on September 30, 2026.

As previously disclosed in the RNS announcement published by the Company on 28 August 2026:

- The Company and its advisers reviewed the Company’s corporate governance arrangements and legal constitution announced in June 2026, following direct and extensive consultation with a broad range of Stockholders (the “**Corporate Governance Review**”).
- Following the Corporate Governance Review, and consistent with the Company’s commitment to make changes that stand to benefit Stockholders as a whole and to bring the Company more in line with the AIM Rules, the 2023 QCA Corporate Governance Code and normal practice for UK listed companies while maintaining sufficient Board flexibility to implement strategy, the Board decided to propose the following amendments to the Company’s Bylaws and Certificate of Incorporation (respectively):
 - (i) a move from plurality voting to majority voting in uncontested director elections bringing the Company closer to normal practice for UK listed companies, implemented consistent with Delaware law and practice; and
 - (ii) the reclassification of the Board from three classes with three-year staggered re-election of directors to two classes with two-year staggered re-election of directors, bringing the Company’s arrangements closer to the standards of the 2023 QCA Corporate Governance Code while preserving a degree of continuity.

As previously further disclosed in the RNS announcement published by the Company on September 21, 2026:

- On September 18, 2026, the Board of Directors of the Company (the “**Board**”) approved:
 - (i) the entry of the Company into a stockholder agreement (the “**Stockholder Agreement**”) with VN Capital Management LLC, Eureka Focus Fund LLC, Regent Gas Holdings Limited and Athanase Industrial Partner Ltd (together the “**Stockholder Group**”), who at September 18, 2026 together beneficially own an aggregate of 22,771,851 shares of Common Stock in the Company, and James Vanasek;
 - (ii) the resignation of Howard Hohmann from the Board (transitioning into the role of Chief Commercial Officer of the Company) which reflects the Board’s broader move toward governance best practice, strengthening the Board’s independence;
 - (iii) the appointment of James Vanasek as a non-executive director of the Board and as the designee of the Stockholder Group pursuant to the terms of the Stockholder Agreement;
 - (iv) the retirement of Lawrence L. Horsch from the Board; and
 - (v) the appointment of James Field as an independent non-executive director of the Board.
- As a result of the foregoing, the Board is currently comprised of five non-executive directors and two executive directors in the following classes:
 - (i) Class I - Robert Scheuer (non-executive Chairman) and James Field (non-executive);
 - (ii) Class II - Thomas M. Anderson (non-executive) and Vincenzo LiCausi (executive); and
 - (iii) Class III - Timothy Averkamp (executive), Anne Ellis (non-executive) and James Vanasek (non-executive).

Following the completion of the aforementioned steps and, in accordance with the outcome of the Corporate Governance Review, the Board is proposing that Article V, Section 5.2 of the Certificate of Incorporation of the Company be amended to reclassify the Board from three classes of directors with three-year staggered re-election terms into two classes of directors with two-year staggered re-election terms, together with various non-substantive changes, in the form appended at Appendix A (the “**Amended Certificate of Incorporation**”).

Subject to approval of the Amended Certificate of Incorporation by the Stockholders, on September 29, 2026 the Board approved, by unanimous written consent, amendments to the Bylaws of the Company, in the form appended at Appendix B (the “**Amended Bylaws**”). In addition to various non-substantive changes, the Amended Bylaws include the following changes:

- Article III, Section 3.2 (*Number, Term of Office and Election*) has been proposed to be amended to replace the existing plurality voting standard for uncontested director elections with a majority voting standard in compliance with applicable Delaware General Corporation Law (“**DGCL**”) and practice. Under the amended provision, in an uncontested election, a director nominee must receive more votes cast “for” than “against” his or her election in order to be elected. The plurality voting standard will continue to apply in contested elections (being an election at a meeting where the number of valid nominees exceeds the number of directors to be elected at the meeting).
- Article II, Section 2.5 (*List of Stockholders*) has been proposed to be amended to update the procedures relating to the preparation and inspection of the list of Stockholders entitled to vote at a Stockholder meeting in order to reflect current Delaware law. The amendments, among other things, provide that such list shall be open to the examination of any Stockholder for any purpose germane to the meeting for a period of 10 days ending on the day before the meeting date, permit the Company to make the Stockholder list available for inspection through a reasonably accessible electronic network and clarify information required to be included on the list.
- Article II, Section 2.10 (*Notice of Stockholder Business and Nominations*) has been proposed to be amended to update the advance notice provisions governing Stockholder nominations of directors and the proposal of business at Stockholder meetings. The amendments, among other things, revise the definition of “public announcement” to reflect the Company’s current disclosure practices by referencing announcements made through the Company’s normal channels, including the Regulatory News Service, and require Stockholders to comply not only with applicable U.S. securities laws but also with the AIM Rules. These changes are intended to align the Bylaws with the Company’s AIM market listing and disclosure framework while preserving the existing advance notice procedures for Stockholder proposals and director nominations.

Under the DGCL and the Certificate of Incorporation of the Company, the adoption of the Amended Certificate of Incorporation requires approval of the Stockholders (being the affirmative vote of the holders of at least 66 2/3% of the voting power of the issued and outstanding stock entitled to vote generally in the election of directors, voting together as a single class).

The adoption of the Amended Bylaws requires Board approval and is not subject to Stockholder approval. The Board has conditioned the adoption of the Amended Bylaws on Stockholder approval of the adoption of the Amended Certificate of Incorporation.

On September 29, 2026, the Board, by unanimous written consent (the “**Board Consent**”):

- approved the form of the Amended Certificate of Incorporation to be approved by the Stockholders;
- confirmed the date of the special meeting of Stockholders to approve the Amended Certificate of Incorporation (the “**Special Meeting of Stockholders**”) as November 10, 2026;
- confirmed the Record Date of the Special Meeting of Stockholders as September 30, 2026;
- appointed Susan Donaldson as the inspector for the Special Meeting of Stockholders; and
- approved the circulation of the Notice of Special Meeting of Stockholders (in the form appended at Appendix C), the form of written proxy (in the form appended at Appendix D) and the accompanying Information Statement; and
- approved the adoption of the Amended Bylaws, subject to approval by the Stockholders of the Amended Certificate of Incorporation at the Special Meeting of Stockholders.

The accompanying Information Statement is being furnished to:

- provide notice to the Stockholders that the Special Meeting of Stockholders of the Company will be held at the Company’s Headquarters located at 14530 Global Parkway, Fort Myers, Florida 33913 U.S.A on November 10, 2026 at 9:00 am local time to approve the amendment of the Company’s Certificate of

Incorporation to reclassify the Board from three classes with three-year staggered re-election terms of directors to two classes with two-year staggered re-election terms of directors, in the form appended at Appendix A; and

- inform the Stockholders of the proposed adoption of the Amended Bylaws, subject to Stockholder approval of the Amended Certificate of Incorporation, pursuant to which the Company's Bylaws, among other things, shall be amended to move from plurality voting to majority voting in uncontested director elections to align the Bylaws closer to normal practice for UK listed companies.

What Is Enclosed:

The following documents are enclosed for your review. Please review these documents carefully, as well as the sections of the Information Statement that describe in more detail the terms applicable to these documents:

<u>Document</u>	<u>To Be Returned</u>
1. Information Statement – The enclosed Information Statement explains certain material terms of the Amended Bylaws and the Amended Certificate of Incorporation to be considered by you.	No
2. Amended Certificate of Incorporation (Appendix A) – The description of the Amended Certificate of Incorporation contained in the Information Statement is qualified in its entirety by reference to the Amended Certificate of Incorporation.	No
3. Amended Bylaws (Appendix B) - The description of the Amended Bylaws contained in the Information Statement is qualified in its entirety by reference to the Amended Bylaws.	No
4. Notice of Special Meeting of Stockholders (Appendix C) – The enclosed Notice of Special Meeting of Stockholders sets out the details of the Special Meeting of Stockholders of the Company to be held.	No
5. Form of Written Proxy (Appendix D) – The enclosed Form of Written Proxy enables Stockholders to appoint a proxy to attend the Special Meeting and vote on their behalf. The description of the Form of Written Proxy contained in this document is qualified in its entirety by reference to the Form of Written Proxy.	Yes

What We Ask You To Do:

- 1) Read the enclosed documents carefully.
- 2) Attend and vote at the Special Meeting of Stockholders or submit your vote in accordance with the instructions contained in the Notice of Special Meeting of Stockholders.

If you have any questions about the enclosed, please contact Vincenzo LiCausi on behalf of the Company, at vlcausi@somero.com or +1 239 210 6532.

Thank you for your cooperation and immediate attention to this important matter.

Sincerely,



Tim Averkamp
CEO

INFORMATION STATEMENT
REGARDING THE
PROPOSED AMENDMENT OF CERTIFICATE OF INCORPORATION
AND ADOPTION OF AMENDED BYLAWS
OF
SOMERO ENTERPRISES, INC.
OCTOBER 2, 2026

This Stockholder Information Statement (the “**Information Statement**”) is being furnished to the holders of Common Stock, \$0.001 par value per share (the “**Common Stock**”) of Somero Enterprises, Inc., a Delaware corporation (the “**Company**”) (the “**Stockholders**”), in connection with the proposed amendment to the Company’s Certificate of Incorporation to reclassify the Board of Directors of the Company (the “**Board**”) from three classes with three-year staggered re-election terms of directors to two classes with two-year staggered re-election terms of directors, in the form appended at Appendix A (the “**Amended Certificate of Incorporation**”) to be presented to the special meeting of the Stockholders for approval on November 10, 2026 (the “**Special Meeting of Stockholders**”).

Subject to approval of the Amended Certificate of Incorporation by the Stockholders at the Special Meeting of Stockholders, the Company shall adopt amended Bylaws which, amongst other amendments, move from plurality voting to majority voting in uncontested director elections, in the form appended at Appendix B (the “**Amended Bylaws**”), as approved by the unanimous written consent of the Board on September 29, 2026 (the “**Board Consent**”). Notwithstanding the outcome of the Special Meeting of Stockholders, the Board reserves the right to adopt any or all of the proposed amendments contained in the Amended Bylaws and any other amendments to the Bylaws that the Board, acting pursuant to Article X, Section 10.2 of the Certificate of Incorporation, deems necessary or advisable.

Proposed Amendment of Certificate of Incorporation

Currently, under Article V, Section 5.2 of the Certificate of Incorporation, the Board is divided into three classes, with each class elected every three years. The current terms of the director classes expire as follows:

- Class I director terms will expire at the 2028 annual meeting of the Stockholders of the Company;
- Class II director terms will expire at the 2029 annual meeting of the Stockholders of the Company; and
- Class III director terms will expire at the 2027 annual meeting of the Stockholders of the Company.

As previously disclosed to the Stockholders in the RNS announcement published by the Company on 28 August 2026, the Company and its advisers have undertaken a comprehensive review of the Company’s corporate governance arrangements and legal constitution which was announced in June 2026 and concluded on 28 August 2026, following direct and extensive consultation with a broad range of Stockholders (the “**Corporate Governance Review**”).

Following the Corporate Governance Review and, in order to bring the Company more in line with the AIM Rules, the 2023 QCA Corporate Governance Code and normal practice for UK listed companies, the Board has unanimously approved and declared advisable and recommends that you approve, the Amended Certificate of Incorporation (in the form appended at Appendix A) that, if implemented, pursuant to the amendments to Article V, Section 5.2, will reclassify and redivide the Board into two classes (Class I and Class II). Under the Amended Certificate of Incorporation:

- Class I director terms will expire at the first annual meeting of the Stockholders of the Company following the date of adoption of the Amended Certificate of Incorporation (anticipated to be the 2027 annual meeting of the Stockholders);

- Class II director terms will expire at the second annual meeting of the Stockholders of the Company following the date of adoption of the Amended Certificate of Incorporation (anticipated to be the 2028 annual meeting of the Stockholders);
- Class I and Class II directors shall be elected for a term of office to expire at the second succeeding annual meeting of the Stockholders after their election.

As set forth in the proposed amendment to Article V, Section 5.2 of the Amended Certificate of Incorporation, the allocation of directors to each of Class I and Class II shall be determined by the Board acting in its sole discretion. Upon adoption of the Amended Certificate of Incorporation, the Board intends to appoint its existing directors to the following classes:

- Class I - Anne Ellis (non-executive), Timothy Averkamp (executive) and James Vanasek (non-executive); and
- Class II - Robert Scheuer (non-executive Chairman), James Field (non-executive), Thomas M. Anderson (non-executive) and Vincenzo LiCausi (executive).

The Amended Certificate of Incorporation reclassifies the Board from three classes with three-year staggered re-election terms of directors to two classes with two-year staggered re-election terms of directors and is recommended by the Board in order to bring the Company's arrangements closer to the standards of the 2023 QCA Corporate Governance Code while preserving a degree of continuity of the Board. If the Amended Certificate of Incorporation is not approved by the Stockholders at the Special Meeting of Stockholders, the Board will remain divided into three classes, with each class elected every three years.

Pursuant to Article X, Section 10.1 of the Certificate of Incorporation, the approval of the Amended Certificate of Incorporation requires the affirmative vote of the holders of at least 66 2/3% of the voting power of the issued and outstanding stock entitled to vote generally in the election of directors, voting together as a single class.

If the Amended Certificate of Incorporation is approved by the Stockholders at the Special Meeting of Stockholders and implemented, the Company will adopt the Amended Bylaws (as detailed further in the next section of this Information Statement). Pursuant to Article X, Section 10.2 of the Certificate of Incorporation and the DGCL, the adoption of the Amended Bylaws is not subject to Stockholder approval.

The Board recommends that you approve the adoption and implementation of the Amended Certificate of Incorporation by voting in favor of the resolution to be proposed at the Special Meeting of Stockholders.

Adoption of Amended Bylaws

Article III, Section 3.2 of the Company's existing Bylaws provides for the election of directors to the Board by a plurality of votes cast. Pursuant to the "plurality voting" standard, director nominees who receive the greatest number of votes cast in favor of their election at the annual meeting of Stockholders are elected to the Board, up to the maximum number of directorships to be filled at that meeting. This means that, currently, a nominee may be elected to the Board whether or not the votes cast in favor of his or her election constituted a majority of votes cast. The plurality voting standard is the default voting standard for the election of directors under the DGCL.

Many U.S. public companies have eliminated plurality voting in uncontested elections, and adopted a "majority voting" standard, under which the number of votes cast "for" the election of a nominee must exceed the number of votes cast "against" the election of the nominee in order for that nominee to be elected to the Board. Under a majority voting standard, abstentions and broker non-votes are not counted as votes cast either "for" or "against" a director's election and thus have no effect in determining whether the requisite vote had been obtained. The plurality voting standard continues to apply in contested elections, where the number of nominees exceeds the number of directorships up for election.

The Company is committed to good corporate governance. Consistent with this commitment, and after consideration of this issue, the Board has determined that the implementation of a majority voting standard in uncontested elections is in the best interests of the Company and its Stockholders. Therefore, on September 29, 2026 the Board, pursuant to the Board Consent, approved the adoption of the Amended Bylaws in the form appended at Appendix B, to provide in Article III, Section 3.2 for the election of directors by an affirmative vote of the majority of the votes cast in uncontested director elections, consistent with Delaware law and practice and to align the Bylaws closer to normal practice for UK listed companies, subject to approval of the Amended Certificate of Incorporation at the Special Meeting of the Stockholders.

In addition to the aforementioned amendments to Article III, Section 3.2 of the Bylaws, the Amended Bylaws also include the following changes and will be published on the Company's website following their adoption, in accordance with the AIM Rules:

- Article II, Section 2.5 (*List of Stockholders*) has been amended to update the procedures relating to the preparation and inspection of the list of Stockholders entitled to vote at a Stockholder meeting in order to reflect current Delaware law. The amendments, among other things, provide that such list shall be open to the examination of any Stockholder for any purpose germane to the meeting for a period of 10 days ending on the day before the meeting date, permit the Company to make the Stockholder list available for inspection through a reasonably accessible electronic network and clarify information required to be included on the list.
- Article II, Section 2.10 (*Notice of Stockholder Business and Nominations*) has been amended to update the advance notice provisions governing Stockholder nominations of directors and the proposal of business at Stockholder meetings. The amendments, among other things, revise the definition of "public announcement" to reflect the Company's current disclosure practices by referencing announcements made through the Company's normal channels, including the Regulatory News Service, and require Stockholders to comply not only with applicable U.S. securities laws but also with the AIM Rules. These changes are intended to align the Bylaws with the Company's AIM market listing and disclosure framework while preserving the existing advance notice procedures for Stockholder proposals and director nominations.

Pursuant to Article X, Section 10.2 of the Certificate of Incorporation and the DGCL, the adoption of the Amended Bylaws is not subject to Stockholder approval. Pursuant to the Board Consent, the Board unanimously approved the adoption of the Amended Bylaws on September 29, 2026, subject to approval of the Amended Certificate of Incorporation by the Stockholders at the Special Meeting of Stockholders (as detailed further in the preceding section of this Information Statement). Notwithstanding the outcome of the Special Meeting of Stockholders, the Board reserves the right to adopt any or all of the proposed amendments contained in the Amended Bylaws and any other amendments to the Bylaws that the Board, acting pursuant to Article X, Section 10.2 of the Certificate of Incorporation, deems necessary or advisable.

Important Information

This Information Statement contains proprietary information with respect to the Company. It does not purport to describe every aspect of the Amended Certificate of Incorporation, the Amended Bylaws or the Special Meeting of Stockholders. You are strongly urged to read and consider carefully all of the information contained in or attached to this Information Statement, including, the Amended Certificate of Incorporation, the Amended Bylaws, the Notice of Special Meeting of Stockholders and the Form of Written Proxy, which are attached to this Information Statement as Appendices A – D respectively.

No person is authorized to give any information or to make any representation not contained in this Information Statement in connection with the matters described herein and, if given or made, such information or representation should not be relied upon as having been authorized by the Company.

You should not construe the contents of this Information Statement or any prior or subsequent communication from or with the Company or any professional associated with the Company as legal, tax or investment advice. While this information is provided to aid in the consideration of the matters on which you are being requested to vote, you should consult your own advisors regarding legal, accounting, tax and other matters concerning the approvals being solicited.

The date of this Information Statement is October 2, 2026, the date on which this Information Statement is first being sent to the Stockholders. You should not assume that the information in this Information Statement is accurate as of any date other than the date of this Information Statement. We have no obligation or intention to update the information in this Information Statement.

APPENDIX A
AMENDED CERTIFICATE OF INCORPORATION

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SOMERO ENTERPRISES, INC.
(A DELAWARE CORPORATION)

Somero Enterprises, Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify that:

First: The date of filing of the Corporation’s original certificate of incorporation with the Secretary of State of the State of Delaware was November 12, 2002, under the name “Manufacturing Solutions, Inc.”

Second: This Amended and Restated Certificate of Incorporation of the Corporation set forth below (the “**Amended and Restated Certificate of Incorporation**”) completely restates, integrates and further amends the provisions of the original certificate of incorporation of the Corporation, as most recently amended and restated on October 18, 2006 (as amended on April 29, 2020 to update the registered agent information contained within Article II of this Amended and Restated Certificate of Incorporation only).

Third: In accordance with the provisions of Section 242 of the DGCL and Bylaws of the Corporation, the Board of Directors of the Corporation has duly adopted and approved the Amended and Restated Certificate of Incorporation set forth below, previously declaring said Amended and Restated Certificate of Incorporation to be advisable and authorizing said Amended and Restated Certificate of Incorporation to be submitted to the stockholders of the Corporation for approval.

Fourth: On _____, 2026, at a Special Meeting of Stockholders called for such purpose, the affirmative vote of the holders of at least 66 2/3% in voting power of the issued and outstanding stock entitled to vote thereon, voted in favor of the Amended and Restated Certificate of Incorporation in accordance with Section 242 of the DGCL and Article X of the Corporation’s then amended and restated certificate of incorporation.

Fifth: The Amended and Restated Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Sections 242 and 245 of the DGCL; and

Sixth: The text of the Corporation’s certificate of incorporation as so amended, restated and adopted is in its entirety as follows:

ARTICLE I
NAME

The name of the corporation is Somero Enterprises, Inc. (the “**Corporation**”).

ARTICLE II AGENT

The address of the registered office of the Corporation in the State of Delaware is 131 Continental Drive, Suite 305, in the City of Newark, County of New Castle 19713. The name and address of the Corporation's registered agent in the State of Delaware is Legalinc Corporate Services Inc., 131 Continental Drive, Suite 305, in the City of Newark, County of New Castle 19713.

ARTICLE III PURPOSE

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV STOCK

Section 4.1 Authorized Stock. The aggregate number of shares which the Corporation shall have authority to issue is 130,000,000, of which 80,000,000 shall be designated as Common Stock, par value \$0.001 per share (the "**Common Stock**"), and 50,000,000 shall be designated as Preferred Stock, par value \$0.001 per share (the "**Preferred Stock**").

Section 4.2 Common Stock

(a) Voting. Each holder of Common Stock, as such shall be entitled to one (1) vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any Certificate of Designations relating to any series of Preferred Stock) if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation (including any Certificate of Designations relating to any series of Preferred Stock) or pursuant to the DGCL.

(b) Dividends. The holders of shares of Common Stock shall be entitled to receive dividends out of any of the Corporation legally available therefor when and as declared by the Board of Directors.

(c) Liquidation. Upon the dissolution, liquidation or winding up of the Corporation the holders of shares of Common Stock shall be entitled to receive the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them.

Section 4.3 [Reserved]

Section 4.4 Preferred Stock. Subject to limitations prescribed by law and the provisions of this Article IV, the Board of Directors is hereby authorized to provide by resolution for the

issuance of the shares of Preferred Stock in one or more series, and to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, privileges, preferences, and relative participating, optional or other rights, if any, of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(i) the number of shares constituting such series, including any increase or decrease in the number of shares of any such series (but not below the number of shares in any such series then outstanding), and the distinctive designation of such series;

(ii) the dividend rate on the shares of such series, if any, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of such series;

(iii) whether the shares of such series shall have voting rights (including multiple or fractional votes per share) in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(iv) whether the shares of such series shall have conversion privileges, and, if so, the terms and conditions of such privileges, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(v) whether or not the shares of such series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates;

(vi) whether a sinking fund shall be provided for the redemption or purchase of shares of such series, and, if so, the terms and the amount of such sinking fund;

(vii) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series; and

(viii) any other relative rights, preferences and limitations of such series.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Number. The Board of Directors shall consist of such number of directors as fixed from time to time pursuant to the Bylaws of the Corporation.

Section 5.2 Classification.

(a) Immediately upon the effectiveness of this Certificate of Incorporation, the directors of this Corporation shall be reclassified and redivided into two classes (Class I and Class II) as nearly equal in size as is practicable. The allocation of the Corporation's directors into each such class as set forth herein shall be determined by the Board of Directors in its sole discretion. The term of office of Class I directors shall expire at the Corporation's first annual meeting of stockholders following the effectiveness of this Certificate of Incorporation and the term of office of Class II directors shall expire at the Corporation's second annual meeting of stockholders following the effectiveness of this Certificate of Incorporation. At each annual meeting of stockholders, commencing with the first annual meeting following the effectiveness of this Certificate of Incorporation, directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the second succeeding annual meeting of stockholders after their election. Each director shall hold office until the expiration of such director's term as specified herein and until his or her successor shall have been duly elected and qualified, or until such director's earlier death, disqualification, resignation or removal. Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, if the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for the remaining term of office of that class. In no event will a decrease in the number of directors shorten the term of any incumbent director.

(b) Except for such additional directors, if any, as are elected by the holders of any series of Preferred Stock as provided for or fixed pursuant to the provisions of Article IV hereof, any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of at least a majority of the total voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

(c) During any period when the holders of any series of Preferred Stock have the right to elect additional directors as provided for or fixed pursuant to the provisions of Article IV hereof, then upon commencement and for the duration of the period during which such right continues: (i) the then otherwise total authorized number of directors of the Corporation shall automatically be increased by such specified number of directors, and the holders of such Preferred Stock shall be entitled to elect the additional directors so provided for or fixed pursuant to said provisions and (ii) each such additional director shall serve until such director's successor shall have been duly elected and qualified, or until such director's right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to his or her earlier death, disqualification, resignation or removal. Except as otherwise provided by the Board of Directors in the resolution or resolutions establishing such series, whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to the provisions of such stock, the terms of office of all such additional directors elected by the holders of such stock, or elected to fill any vacancies resulting from the death, disqualification, resignation or removal of such additional directors, shall forthwith terminate and the total authorized number of directors of the Corporation shall automatically be reduced accordingly.

Section 5.3 Powers. Except as otherwise expressly provided by the DGCL or this Certificate of Incorporation, the management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors.

Section 5.4 Election.

(a) Ballot Not Required. The directors of the Corporation need not be elected by written ballot unless the Bylaws of the Corporation so provide.

(b) Notice. Advance notice of stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

ARTICLE VI

STOCKHOLDER ACTION

Except as otherwise provided for or fixed pursuant to the provisions of Article IV of this Certificate of Incorporation relating to the rights of holders of any series of Preferred Stock, no action that is required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders may be effected by written consent of stockholders in lieu of a meeting of stockholders.

ARTICLE VII

SPECIAL MEETINGS OF STOCKHOLDERS

Except as otherwise provided for or fixed pursuant to the provisions of Article IV of this Certificate of Incorporation relating to the rights of holders of any series of Preferred Stock, a special meeting of the stockholders of the Corporation may be called at any time only by the Board of Directors, or by the Chairman of the Board of Directors or the Chief Executive Officer with the concurrence of a majority of the Board of Directors. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting.

ARTICLE VIII

BUSINESS COMBINATIONS WITH INTERESTED STOCKHOLDERS

The Corporation hereby expressly states that it shall not be bound or governed by, or otherwise subject to, Section 203 of the DGCL.

ARTICLE IX

EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE X

AMENDMENT

Section 10.1 Amendment of Certificate of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred herein are granted subject to this reservation; provided, however, that in addition to any requirements of law and any other provision of this Certificate of Incorporation or the Bylaws of the Corporation, and notwithstanding any other provision of this Certificate of Incorporation, the Bylaws of the Corporation or any provision of law which might otherwise permit a lesser vote or no vote, the affirmative vote of the holders of at least 66 2/3% in voting power of the issued and outstanding stock entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal, or adopt any provision inconsistent with, any provision of this Certificate of Incorporation.

Section 10.2 Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation. In addition to any requirements of law and any other provision of this Certificate of Incorporation or the Bylaws of the Corporation, and notwithstanding any other provision of this Certificate of Incorporation, the Bylaws of the Corporation or any provision of law which might otherwise permit a lesser vote or no vote, the affirmative vote of the holders of at least 66 2/3% in voting power of the issued and outstanding stock entitled to vote generally in the election of directors, voting together as a single class, shall be required for the stockholders to amend or repeal, or adopt any provision inconsistent with, any Bylaw of the Corporation.

ARTICLE XI

LIABILITY OF DIRECTORS

Section 11.1 No Personal Liability. To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

Section 11.2 Amendment or Repeal. Any amendment, alteration or repeal of this Article XI that adversely affects any right of an indemnitee or its successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment or repeal.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized and appointed officer this the ____ day of _____, 2026.

SOMERO ENTERPRISES, INC.,
a Delaware Corporation

By: _____
Name:
Title:

APPENDIX B
AMENDED BYLAWS

AMENDED AND RESTATED
BYLAWS
OF
SOMERO ENTERPRISES, INC.
(A DELAWARE CORPORATION)

Adopted by the Board of Directors on _____, 2026

ARTICLE I
CORPORATE OFFICES

Section 1.1 Registered Office. The registered office of the Corporation shall be fixed in the Certificate of Incorporation of the Corporation.

Section 1.2 Other Offices. The Corporation may also have an office or offices, and keep the books and records of the Corporation, except as may otherwise be required by law, at such other place or places, either within or without the State of Delaware, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
MEETINGS OF STOCKHOLDERS

Section 2.1 Annual Meeting. The annual meeting of stockholders, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come, before the meeting, shall be held at such place, on such date, and at such time as may be determined by the Board of Directors.

Section 2.2 Special Meeting. Subject to the rights of the holders of any series of preferred stock, a special meeting of the stockholders may be called at any time only by the Board of Directors, or by the Chairman of the Board of Directors or the Chief Executive Officer with the concurrence of a majority of the Board of Directors.

Section 2.3 Notice of Stockholders' Meetings.

(a) Notice of the place, if any, date, and time of all meetings of the stockholders, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting, shall be given, not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to each stockholder entitled to vote at such meeting, except as otherwise provided herein or required by law. Each such notice shall state the place, if any, date and hour of the meeting and, in the case of a special meeting,

the purpose or purposes for which the meeting is called. Notice may be given personally, by mail or by electronic transmission in accordance with Section 232 of the General Corporation Law of the State of Delaware (the “DGCL”). If mailed, such notice shall be deemed given when deposited in the United States mail, postage prepaid, directed to each stockholder at such stockholder’s address appearing on the books of the Corporation, or given by the stockholder for such purpose. Notice by electronic transmission shall be deemed given as provided in Section 232 of the DGCL. An affidavit of the mailing or such other means of giving any notice of any stockholders’ meeting, executed by the Secretary, Assistant Secretary or any transfer agent of the Corporation giving the notice; shall be prima facie evidence of the giving of such notice or report. Notice shall be deemed to have been given to all stockholders of record who share an address if notice is given in accordance with the “householding” rules set forth in Section 233 of the DGCL.

(b) When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the place, if any, date and time thereof, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally called, or if a new record date is fixed for the adjourned meeting, notice of the place, if any, date, and time of the adjourned meeting and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

(c) Notice of the time, place and purpose of any meeting of stockholders may be waived in writing, either before or after the meeting, and to the extent permitted by law, will be waived by any stockholder by attendance thereat, in person or by proxy, except when the person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.4 Organization.

(a) Meetings of stockholders shall be presided over by the Chairman of the Board of Directors, if any, or in his or her absence by a person designated by the Board of Directors, or in the absence of a person so designated by the Board of Directors, by a Chairman chosen at the meeting by the holders of a majority in voting power of the stock entitled to vote thereat, present in person or represented by proxy. The Secretary, or in his or her absence, an Assistant Secretary, or in the absence of the Secretary and all Assistant Secretaries, a person whom the Chairman of the meeting shall appoint, shall act as Secretary of the meeting and keep a record of the proceedings thereof.

(b) The Board of Directors shall be entitled to make such rules or regulations for the conduct of meetings of stockholders as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, the Chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such Chairman, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of

business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in the meeting to stockholders of record of the Corporation, their duly authorized and constituted proxies and such other persons as the Chairman shall permit, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comments by participants and regulation of the opening and closing of the polls for balloting and matters which are to be voted on by ballot.

Section 2.5 List of Stockholders. The Corporation shall prepare, no later than the tenth day before each meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting; provided, however, if the record date for determining the stockholders entitled to vote is less than 10 days before the meeting date, the list shall reflect the stockholders entitled to vote as of the tenth day before the meeting date, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Nothing contained in this Section 2.5 shall require the Corporation to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any stockholder for any purpose germane to the meeting for a period of 10 days ending on the day before the meeting date: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the Corporation. In the event that the Corporation determines to make the list available on an electronic network, the Corporation may take reasonable steps to ensure that such information is available only to stockholders of the Corporation. Except as otherwise provided by law, the stock ledger shall be the only evidence of the identity of the stockholders entitled to examine such list or to vote in person or by proxy at any meeting of stockholders.

Section 2.6 Quorum. At any meeting of stockholders, the holders of one-third in voting power of all issued and outstanding stock entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for the transaction of business; provided, that where a separate vote by a class or series is required, the holders of one-third in voting power of all issued and outstanding stock of such class or series entitled to vote on such matter, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to such matter. If a quorum is not present or represented at any meeting of stockholders, then the Chairman of the meeting or the holders of a majority in voting power of the stock entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time in accordance with Section 2.7, without notice other than announcement at the meeting, until a quorum is present or represented. If a quorum initially is present at any meeting of stockholders, the stockholders may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum, but if a quorum is not present at least initially, no business other than adjournment may be transacted.

Section 2.7 Adjourned Meeting. Any annual or special meetings of stockholders, whether or not a quorum is present, may be adjourned for any reason from time to time by either the Chairman of the meeting or the holders of a majority in voting power of the stock entitled to vote thereat, present in person or represented by proxy. At any such adjourned meeting

at which a quorum may be present, any business may be transacted that might have been transacted at the meeting as originally called.

Section 2.8 Voting.

(a) Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, each holder of common stock of the Corporation shall be entitled to one (1) vote for each share of such stock held of record by such holder on all matters submitted to a vote of stockholders of the Corporation.

(b) Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, at each meeting of stockholders at which a quorum is present, all corporate actions to be taken by vote of the stockholders shall be authorized by the affirmative vote of the holders of a majority in voting power of the stock entitled to vote thereat, present in person or represented by proxy, and where a separate vote by class or series is required, if a quorum of such class or series is present, such act shall be authorized by the affirmative vote of the holders of a majority in voting power of the stock of such class or series entitled to vote thereat, present in person or represented by proxy.

Section 2.9 Proxies. Every person entitled to vote for directors, or on any other matter, shall have the right to do so either in person or by one or more agents authorized by a written proxy, which may be in the form of a telegram, cablegram or other means of electronic transmission, signed by the person 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. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or by filing another duly executed proxy bearing a later date with the Secretary of the Corporation. A proxy is not revoked by the death or incapacity of the maker unless, before the vote is counted, written notice of such death or incapacity is received by the Corporation.

Section 2.10 Notice of Stockholder Business and Nominations.

(a) Annual Meeting.

(i) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders only (A) pursuant to the Corporation's notice of meeting (or any supplement thereto), (B) by or at the direction of the Board of Directors or (C) by any stockholder of the Corporation who is a stockholder of record at the time the notice provided for in this Section 2.10(a) is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 2.10(a).

(ii) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (C) of the foregoing paragraph, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and such business must be a proper subject for stockholder action under the DGCL. To be timely, a stockholder's notice must be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of (x) the ninetieth (90th) day prior to such annual meeting or (y) the tenth (10th) day following the date on which public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth: (A) as to each person whom the stockholder proposes to nominate for election as a director (x) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for a company that has voting common stock registered under the Exchange Act, whether or not the company's Common Stock is so registered, and (y) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; (B) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the Bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (C) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (1) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (2) the class and number of shares of capital stock of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner, (3) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination and (4) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (b) otherwise to solicit proxies from stockholders in support of such proposal or nomination. The foregoing notice requirements of this Section 2.10(a) shall be deemed satisfied by a stockholder if the stockholder has notified the Corporation of his or her intention to present a proposal or nomination at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act, for a company that has voting common stock registered under the Exchange Act, whether or not the company's Common Stock is so registered, and such stockholder's proposal or nomination has been included in a proxy statement that has been

prepared by the Corporation to solicit proxies for such annual meeting. The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

(iii) Notwithstanding anything in Section 2.10(a)(ii) above to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation at an annual meeting is increased and there is no public announcement naming all of the nominees for directors or specifying the size of the increased Board of Directors made by the Corporation at least ninety (90) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 2.10(a) shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the Corporation.

(b) Special Meeting. (i) Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (A) by or at the direction of the Board of Directors or (B) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time the notice provided for in this Section 2.10(b) is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and upon such election and who complies with the notice procedures set forth in this Section 2.10. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph (a)(ii) of this Section 2.10 shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120th) day prior to such special meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such special meeting or the tenth (10th) day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(c) General. (i) Only such persons who are nominated in accordance with the procedures set forth in this Section 2.10 shall be eligible to be elected at an annual or special meeting of stockholders of the Corporation to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 2.10. Except as otherwise provided by law, the Chairman of the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 2.10 (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination or proposal is made

solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies in support of such stockholder's nominee or proposal in compliance with such stockholder's representation as required by clause (a)(ii)(C)(4) of this Section 2.10) and (b) if any proposed nomination or business was not made or proposed in compliance with this Section 2.10, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this Section 2.10, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 2.10, to be considered a qualified representative of the stockholder, a person must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(ii) For purposes of this Section 2.10, a "public announcement" shall mean disclosure in a press release reported by the Corporation through the Regulatory News Service ("RNS") or a comparable broadly disseminated news service or in a document publicly filed by the Corporation with the London Stock Exchange through a Regulatory Information Service, (including RNS).

(iii) Notwithstanding the foregoing provisions of this Section 2.10, a stockholder shall also comply with (A) the requirements of Regulation 14A of the Exchange Act, for a company that has voting common stock registered under the Exchange Act, whether or not the company's Common Stock is so registered, and (B) all applicable rules, regulations and requirements of the AIM market operated by the London Stock Exchange plc (including the AIM Rules for Companies), and the rules, regulations and requirements of any other securities exchange, trading facility, market or listing authority on which any securities of the Corporation are listed, admitted to trading or quoted from time to time, in each case with respect to the matters set forth in this Section 2.10.

Section 2.11 Action by Written Consent. Subject to the rights of the holders of any series of preferred stock, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly held meeting of stockholders of the Corporation at which a quorum is present or represented, and may not be effected by any consent in writing by such stockholders.

Section 2.12 Inspectors of Election. Before any meeting of stockholders, the Board of Directors shall appoint one or more inspectors of election to act at the meeting or its adjournment. If any person appointed as inspector fails to appear or fails or refuses to act, then the Chairman of the meeting may, and upon the request of any stockholder or a stockholder's proxy shall, appoint a person to fill that vacancy. Inspectors need not be stockholders. No director or nominee for the office of director shall be appointed such an inspector.

Such inspectors shall:

(a) determine the number of shares outstanding and the voting power of each, the number of shares represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;

(b) receive votes, ballots or consents;

(c) hear and determine all challenges and questions in any way arising in connection with the right to vote;

(d) count and tabulate all votes or consents;

(e) determine when the polls, shall close;

(f) determine the result; and

(g) do any other acts that may be proper to conduct the election or vote with fairness to all stockholders.

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. Any report or certificate made by the inspectors of election shall be prima facie evidence of the facts stated therein.

Section 2.13 Meetings by Remote Communications. The Board of Directors may, in its sole discretion, determine that a meeting of stockholders shall not be held at any place, but may instead be held solely by means of remote communication in accordance with Section 211(a)(2) of the DGCL. If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication (a) participate in a meeting of stockholders and (b) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder; (ii) the Corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

ARTICLE III

DIRECTORS

Section 3.1 Powers. Subject to the provisions of the DGCL and to any limitations in the Certificate of Incorporation or these Bylaws relating to action required to be approved by the stockholders, the business and affairs of the Corporation shall be managed and shall be

exercised by or under the direction of the Board of Directors. In addition to the powers and authorities these Bylaws expressly confer upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, the Certificate of Incorporation or these Bylaws required to be exercised or done by the stockholders.

Section 3.2 Number, Term of Office and Election. The Board of Directors shall consist of not fewer than 2 directors, the exact number to be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Board of Directors. Directors need not be stockholders unless so required by the Certificate of Incorporation or these Bylaws, wherein other qualifications for directors may be prescribed. Except as otherwise provided in the Certificate of Incorporation or these Bylaws, when a quorum is present at any meeting of stockholders called for such purpose, each director shall be elected by the vote of the majority of the votes cast with respect to the director's election. Notwithstanding the foregoing, in a Contested Election (as defined below), any nominee for director shall be elected by a plurality of the votes cast. For the purposes of this Section 3.2, "a majority of the votes cast" means that the number of votes cast "for" a director's election exceeds the number of votes cast "against" that director's election (with "abstentions" and "broker non-votes" not counted as votes cast either "for" or "against" that director's election). Any incumbent director nominee who fails to receive a majority of the votes cast in an election that is not a Contested Election shall promptly tender his or her resignation to the Board of Directors with such resignation expressly stating that it is contingent upon the acceptance of the resignation by the Board of Directors in accordance with the provisions of this Section 3.2. The Nomination Committee of the Board of Directors, or such other committee designated by the Board of Directors pursuant to these Bylaws, shall recommend to the Board of Directors whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the resignation, taking into account the committee's recommendation, and publicly disclose its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision, within ninety (90) days following certification of the election results. The committee in making its recommendation, and the Board of Directors in making its decision, each may consider any factors and other information that they consider appropriate and relevant. The director who has tendered his or her resignation pursuant to this Section 3.2 shall not participate in the committee's or the Board of Directors' deliberations or decision with respect to the tendered resignation. If the Board of Directors accepts a director's resignation pursuant to this Section 3.2, then the Board of Directors may fill the resulting vacancy pursuant to Section 3.3. For purposes of this Section 3.2, a "Contested Election" means an election at a meeting where, as of the tenth (10th) day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation, the number of nominees exceeds the number of directors to be elected at the meeting.

Section 3.3 Vacancies. Unless otherwise provided in the Certificate of Incorporation or these Bylaws:

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

(b) Any director elected to fill a vacancy other than due to an increase in the size of the Board of Directors shall be of the same class as his or her predecessor. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible.

(c) Whenever the holders of any class or series of stock are entitled to elect one or more directors by the provisions of the Certificate of Incorporation or these Bylaws, vacancies and newly created directorships of such class or series may be filled only by a majority of the directors elected by such class or series then in office, or by a sole remaining director so elected or, if there are no such directors, by the holders of the outstanding class or series of stock entitled to elect such directors.

Any directors chosen pursuant to this Section 3.3 shall hold office for a term expiring at the next annual meeting of stockholders at which the term of office of the class to which they have been elected expires and until such director's successor shall have been duly elected and qualified, or until such director's earlier death, disqualification, resignation or removal.

Section 3.4 Resignations and Removal.

(a) Any director may resign at any time by delivering his or her written resignation to the Board of Directors, the Chairman of the Board of Directors or the Secretary. Such resignation shall take effect at the time specified in such notice or, if the time be not specified, upon receipt thereof by the Board of Directors, the Chairman of the Board of Directors or the Secretary, as the case may be. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

(b) Except for such additional directors, if any, as are elected by the holders of any series of preferred stock as provided for or fixed pursuant to the provisions of Article IV of the Certificate of Incorporation, any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of at least a majority of the total voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Section 3.5 Regular Meetings. Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates and at such time or times, as shall have been established by the Board of Directors and publicized among all directors; provided that no fewer than one regular meeting per year shall be held. A notice of each regular meeting shall not be required.

Section 3.6 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board of Directors, the Chief Executive Officer or a majority of the Board of Directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix the place and time of such meetings. Notice of each such meeting shall be given to each director, if by mail, addressed to such director as his or her residence or usual place of business, at least five (5) days before the day on which such meeting is to be held, or shall be sent to such director at such place by telecopy, telegraph, electronic transmission or other form of

recorded communication, or be delivered personally or by telephone, in each case at least twenty-four (24) hours prior to the time set for such meeting. Notice of any meeting need not be given to a director who shall, either before or after the meeting, submit a waiver of such notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to such director. A notice of special meeting need not state the purpose of such meeting, and, unless indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 3.7 Participation in Meetings by Conference Telephone. Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such Board of Directors or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

Section 3.8 Quorum. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, a majority of the authorized number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. The Chairman of the meeting or a majority of the directors present may adjourn the meeting to another time and place whether or not a quorum is present. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. If a quorum initially is present at any meeting of directors, the directors may continue to transact business, notwithstanding the withdrawal of enough directors to leave less than a quorum, upon resolution of at least a majority of the required quorum for that meeting prior to the loss of such quorum.

Section 3.9 Board of Directors Action by Written Consent Without A Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, provided that all members of the Board of Directors consent in writing or by electronic transmission to such action, and the writing or writings or electronic transmission or transmissions are filed with the minutes or proceedings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 3.10 Rules and Regulations. The Board of Directors shall adopt such rules and regulations not inconsistent with the provisions of law, the Certificate of Incorporation or these Bylaws for the conduct of its meetings and management of the affairs of the Corporation as the Board of Directors shall deem proper.

Section 3.11 Fees and Compensation of Directors. Directors and members of committees may receive such compensation, if any, for their services and such reimbursement of expenses as may be fixed or determined by resolution of the Board of Directors. This Section 3.11 shall not be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise and receiving compensation for those services.

Section 3.12 Emergency Bylaws. In the event of any emergency, disaster or catastrophe, as referred to in Section 110 of the DGCL, or other similar emergency condition, as a result of which a quorum of the Board of Directors or a standing committee of the Board of Directors cannot readily be convened for action, then the director or directors in attendance at the meeting shall constitute a quorum. Such director or directors in attendance may further take action to appoint one or more of themselves or other directors to membership on any standing or temporary committees of the Board of Directors as they shall deem necessary and appropriate.

ARTICLE IV

COMMITTEES

Section 4.1 Committees of the Board of Directors. The Board of Directors may from time to time designate committees of the Board of Directors, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the Board of Directors and shall, for those committees and any others provided for herein, elect a director or directors to serve as the member or members, designating, if it desires, other directors as alternate members who may replace any absent or disqualified member at any meeting of the committee. The Board of Directors may at any time for any reason remove any individual committee member and the Board of Directors may fill any committee vacancy created by death, disqualification, resignation, removal or increase in the number of members of the committee. In the absence or disqualification of any member of any committee and any alternate member in his or her place, the member or members of the committee present at the meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member.

Section 4.2 Meetings and Action of Committees. Any committee of the Board may adopt such rules and regulations not inconsistent with the provisions of law, the Certificate of Incorporation or these Bylaws for the conduct of its meetings as such committee may deem proper.

ARTICLE V

OFFICERS

Section 5.1 Officers. The officers of the Corporation shall consist of a Chairman of the Board of Directors, a Chief Executive Officer, a Chief Financial Officer, a President, one or more Vice Presidents, a Secretary, a Treasurer, a Controller and such other officers as the Board of Directors may from time to time determine, each of whom shall be elected by the Board of Directors, each to have such authority, functions or duties as set forth in these Bylaws or as determined by the Board of Directors. Each officer shall be chosen by the Board of Directors and shall hold office for such term as may be prescribed by the Board of Directors and until such person's successor shall have been duly chosen and qualified, or until such person's earlier death, disqualification, resignation or removal. Any two of such offices may be held by the same person; provided, however, that no officer shall execute,

acknowledge or verify any instrument in more than one capacity if such instrument is required by law, the Certificate of Incorporation or these Bylaws to be executed, acknowledged or verified by two or more officers.

Section 5.2 Compensation. The salaries of the officers of the Corporation and the manner and time of the payment of such salaries shall be fixed and determined by the Board of Directors and may be altered by the Board of Directors from time to time as it deems appropriate, subject to the rights, if any, of such officers under any contract of employment.

Section 5.3 Removal, Resignation and Vacancies. Any officer of the Corporation may be removed, with or without cause, by the Board of Directors, without prejudice to the rights, if any, of such officer under any contract to which it is a party. Any officer may resign at any time upon written notice to the Corporation, without prejudice to the rights, if any, of the Corporation under any contract to which such officer is a party. If any vacancy occurs in any office of the Corporation, the Board of Directors may elect a successor to fill such vacancy for the remainder of the unexpired term and until a successor shall have been duly chosen and qualified.

Section 5.4 Chairman of the Board of Directors. The Chairman of the Board of Directors shall be deemed an officer of the Corporation, subject to the control of the Board of Directors, and shall report directly to the Board of Directors.

Section 5.5 Chief Executive Officer. The Chief Executive Officer shall have general supervision and direction of the business and affairs of the Corporation, shall be responsible for corporate policy and strategy, and shall report directly to the Chairman of the Board of Directors. Unless otherwise provided in these Bylaws, all other officers of the Corporation shall report directly to the Chief Executive Officer or as otherwise determined by the Chief Executive Officer. The Chief Executive Officer shall, if present and in the absence of the Chairman of the Board of Directors, preside at meetings of the stockholders and of the Board of Directors.

Section 5.6 Chief Financial Officer. The Chief Financial Officer shall exercise all the powers and perform the duties of the office of the chief financial officer and in general have overall supervision of the financial operations of the Corporation. The Chief Financial Officer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer or as the Board of Directors may from time to time determine.

Section 5.7 President. The President shall be the chief operating officer of the Corporation, with general responsibility for the management and control of the operations of the Corporation. The President shall have the power to affix the signature of the Corporation to all contracts that have been authorized by the Board of Directors or the Chief Executive Officer. The President shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer or as the Board of Directors may from time to time determine.

Section 5.8 Vice Presidents. The Vice President shall have such powers and duties as shall be prescribed by his or her superior officer or the Chief Executive Officer. A Vice President shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer or as the Board of Directors may from time to time determine.

Section 5.9 Treasurer. The Treasurer shall supervise and be responsible for all the funds and securities of the Corporation, the deposit of all moneys and other valuables to the credit of the Corporation in depositories of the Corporation, borrowings and compliance with the provisions of all indentures, agreements and instruments governing such borrowings to which the Corporation is a party, the disbursement of funds of the Corporation and the investment of its funds, and in general shall perform all of the duties incident to the office of the Treasurer: The Treasurer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer or as the Board of Directors may from time to time determine.

Section 5.10 Controller. The Controller shall be the chief accounting officer of the Corporation. The Controller shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer or the Chief Financial Officer or as the Board of Directors may from time to time determine.

Section 5.11 Secretary. The powers and duties of the Secretary are: (i) to act as Secretary at all meetings of the Board of Directors, of the committees of the Board of Directors and of the stockholders and to record the proceedings of such meetings in a book or books to be kept for that purpose; (ii) to see that all notices required to be given by the Corporation are duly given and served; (iii) to act as custodian of the seal of the Corporation and affix the seal or cause it to be affixed to all certificates of stock of the Corporation and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; (iv) to have charge of the books, records and papers of the Corporation and see that the reports, statements and other documents required by law to be kept and filed are properly kept and filed; and (v) to perform all of the duties incident to the office of Secretary. The Secretary shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer or as the Board of Directors may from time to time determine.

Section 5.12 Additional Matters. The Chief Executive Officer and the Chief Financial Officer of the Corporation shall have the authority to designate employees of the Corporation to have the title of Vice President, Assistant Vice President, Assistant Treasurer or Assistant Secretary. Any employee so designated shall have the powers and duties determined by the officer making such designation. The persons upon whom such titles are conferred shall not be deemed officers of the Corporation unless elected by the Board of Directors.

Section 5.13 Checks; Drafts; Evidence of Indebtedness. 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, bonds, debentures or other evidences of indebtedness that are issued in the name of or payable by the Corporation, and only the persons so authorized shall sign or endorse such instruments.

Section 5.14 Corporate Contracts and Instruments: How Executed. Except as otherwise provided in these Bylaws, the Board of Directors 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 5.15 Action with Respect to Securities of Other Corporations. The Chief Executive Officer or any other officer of the Corporation authorized by the Board of Directors or the Chief Executive Officer is authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted 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 the person having such authority.

ARTICLE VI

INDEMNIFICATION

Section 6.1 Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit, arbitration, alternative dispute mechanism, inquiry, administrative or legislative hearing, investigation or any other actual, threatened or completed proceeding, including any and all appeals, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an “indemnatee”), whether the basis of such proceeding is alleged action in an official capacity as a director, officer or trustee or in any other capacity while serving as a director, officer or trustee, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended, against all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnatee in connection therewith; provided, however that, except as provided in Section 6.3 with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnatee in connection with a proceeding (or part thereof) initiated by such indemnatee only if such proceeding (or part thereof) was authorized or ratified by the Board of Directors of the Corporation.

Section 6.2 Right to Advancement of Expenses. In addition to the right to indemnification conferred in Section 6.1, an indemnitee shall, to the fullest extent not prohibited by law, also have the right to be paid by the Corporation the expenses (including attorneys' fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the DGCL requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section 6.2 or otherwise.

Section 6.3 Right of Indemnitee to Bring Suit. If a claim under Section 6.1 or 6.2 of this Article VI is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the indemnitee may at any time thereafter bring suit against the Corporation in a court of competent jurisdiction in the State of Delaware to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (a) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (b) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the DGCL. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article VI or otherwise shall be on the Corporation.

Section 6.4 Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Article VI shall not be exclusive of any other right which any

person may have or hereafter acquire under any law, agreement, vote of stockholders or directors, provisions of the Certificate of Incorporation or these Bylaws or otherwise.

Section 6.5 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Section 6.6 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article VI with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

Section 6.7 Nature of Rights. The rights conferred upon indemnitees in this Article VI shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer or trustee and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Any amendment, alteration or repeal of this Article VI that adversely affects any right of an indemnitee or its successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment or repeal.

Section 6.8 Settlement of Claims. The Corporation shall not be liable to indemnify any indemnitee under this Article VI for any amounts paid in settlement of any action or claim effected without the Corporation's written consent, which consent shall not be unreasonably withheld, or for any judicial award if the Corporation was not given a reasonable and timely opportunity, at its expense, to participate in the defense of such action.

Section 6.9 Subrogation. In the event of payment under this Article VI, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the indemnitee, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the Corporation effectively to bring suit to enforce such rights.

Section 6.10 Procedures for Submission of Claims. The Board of Directors may establish reasonable procedures for the submission of claims for indemnification pursuant to this Article VI, determination of the entitlement of any person thereto and review of any such determination. Such procedures shall be set forth in an appendix to these Bylaws and shall be deemed for all purposes to be a part hereof.

ARTICLE VII

CAPITAL STOCK

Section 7.1 Stock Certificates and Uncertificated Shares.

(a) There shall be issued to each holder of fully paid shares of the capital stock of the Corporation a certificate or certificates for such shares; provided that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Notwithstanding the adoption of such a resolution by the Board of Directors, pursuant to the DGCL, every holder of shares of the Corporation shall be entitled to have a certificate signed by, or in the name of, the Corporation by the Chairman of the Board of Directors or the President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, representing the number of shares registered in certificate form. Any or all such signatures may be facsimiles. 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 such person were such officer, transfer agent or registrar at the date of issue.

(b) The Board of Directors may make such arrangements as it may deem necessary or advisable in order to enable shares of capital stock of the Corporation to be represented by and exchanged for depository interests which are eligible to be held and transferred in uncertificated form in an electronic settlement system whether located in the United States or in any other country. Any such arrangement shall be communicated to the stockholders in such manner as the Board of Directors may decide.

(c) Notwithstanding the foregoing, the Corporation shall be under no obligation to comply with a stockholder's request that any shares of capital stock be converted into depository interests and/or uncertificated form, and the Corporation shall have the sole discretion to determine whether any shares of capital stock are eligible to be held and transferred in uncertificated form. Without limiting the foregoing, except as otherwise determined by the Board of Directors, a stockholder who is an "affiliate" of the Corporation with the meaning of Rule 144 under the Securities Act of 1933, as amended (the "Securities Act") shall not be eligible to hold shares of capital stock in uncertificated form. Any stockholder holding shares in uncertificated form who is, or at any time becomes, an affiliate (as defined above) shall take all steps necessary to immediately re-materialize such uncertificated shares and to ensure that all shares of capital stock beneficially owned by such stockholder are represented by one or more certificates bearing such restrictive legends as the Corporation may require in accordance with the Securities Act and other applicable law.

Section 7.2 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 DGCL, 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 7.3 Transfers of Stock. Transfers of shares of stock of the Corporation shall be made only on the books of the Corporation upon authorization by the registered holder thereof or by such holder's attorney thereunto authorized by a power of attorney duly executed and filed with the Secretary or a transfer agent for such stock, and if such shares are represented by a certificate, upon surrender of the certificate or certificates for such shares properly endorsed or accompanied by a duly executed stock transfer power and the payment of any taxes thereon; provided, however, that the Corporation shall be entitled to recognize and enforce any lawful restriction on transfer, including, if any, the restrictions stated on the certificate or certificates for such shares. The Corporation shall refuse to register any transfer of shares of stock of the Corporation that are "restricted securities" as defined in Rule 144 under the Securities Act that is not: (i) pursuant to an effective registration statement under the Securities Act, (ii) pursuant to a transaction meeting the requirements of Rules 901 through 905 (including the Preliminary Notes) of Regulation S under the Securities Act, (iii) to a "qualified institutional buyer" as defined in, and in reliance on, Rule 144A under the Securities Act or (iv) pursuant to an exemption from the registration requirements of the Securities Act provided by Rule 144 thereunder (if available), provided that, in the case of a transfer pursuant to (iv) the Corporation may require the transferor to deliver an opinion of counsel in form reasonably satisfactory to the Corporation as to the availability of such exemption. Notwithstanding the foregoing, if any applicable foreign law or the applicable rules of any stock exchange or electronic settlement system prohibit the Corporation from refusing to register any transfer of shares of stock in accordance with this Section 7.3, the Corporation may implement other reasonable procedures to ensure that transfers are made in accordance with the Securities Act and Regulation S under the Securities Act.

Section 7.4 Transfer Agent and Registrar for Shares of Corporation. The Board of Directors may from time to time appoint one or more transfer offices or agents and registrars of the certificates of stock of the Corporation at such place or places as may be determined by the Board of Directors. Any transfer agent so appointed shall maintain, among other records, a stockholders' ledger, setting forth the names and addresses of the holders of all issued shares of stock of the Corporation, the number of shares held by each, the certificate numbers representing such shares, and the date of issue of the certificates representing such shares. Any registrar so appointed shall maintain, among other records, a share register, setting forth the total number of shares of each class of shares which the Corporation is authorized to issue and the total number of shares actually issued. The stockholders' ledger and the share register are hereby identified as the stock transfer books of the Corporation; but as between the stockholders' ledger and the share register, the names and addresses of stockholders, as they appear on the stockholders' ledger maintained by the transfer agent shall be the official list of stockholders of record of the Corporation. The name and address of each stockholder of record, as they appear upon the stockholders' ledger, shall be conclusive evidence of who are the stockholders entitled to receive notice of the meetings of stockholders, to vote at such meetings, to examine a complete list of the stockholders entitled to vote at meetings, and to own, enjoy and exercise any other property or rights deriving from such shares against the Corporation. Stockholders, but not the Corporation,

its directors, officers, agents or attorneys, shall be responsible for notifying the transfer agent, in writing, of any changes in their names or addresses from time to time, and failure to do so will relieve the Corporation, its other stockholders, directors, officers, agents and attorneys, and its transfer agent and registrar, of liability for failure to direct notices or other documents, or pay over or transfer dividends or other property or rights, to a name or address other than the name and address appearing in the stockholders' ledger maintained by the transfer agent.

Section 7.5 Lost Certificates. The Corporation may issue a new share certificate or new certificate for any other security 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 the owner's legal representative to give the Corporation a bond (or other adequate security) sufficient to indemnify it against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate. The Board of Directors may adopt such other provisions and restrictions with reference to lost certificates, not inconsistent with applicable law, as it shall in its discretion deem appropriate.

Section 7.6 Addresses of Stockholders. Each stockholder shall designate to the Secretary an address at which notices of meetings and all other corporate notices may be served or mailed to such stockholder and, if any stockholder shall fail to so designate such an address, corporate notices may be served upon such stockholder by mail directed to the mailing address, if any, as the same appears in the stock ledger of the Corporation or at the last known mailing address of such stockholder.

Section 7.7 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, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

Section 7.8 Record Date for Determining Stockholders.

(a) For purposes of determining the stockholders entitled to notice of any meeting or to vote thereat, or to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to the time for such other action as herein described, as the case may be. In that case, only stockholders of record at the close of business on the date so fixed shall be entitled to notice and to vote, or to receive the dividend, distribution or allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date so fixed, except as otherwise required by law, the Certificate of Incorporation or these Bylaws.

(b) 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 business day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held and (ii) the record date for determining stockholders entitled to receive payment of any dividend or other distribution or allotment of rights, or to exercise such rights, shall be the close of business on the business day on which the Board of Directors adopts a resolution relating thereto or the sixtieth (60th) day before the date of the relevant action, whichever is later.

(c) 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 unless the Board of Directors fixes a new record date for the adjourned meeting, but the Board of Directors shall fix a new record date if the meeting is adjourned for more than thirty (30) days from the date set for the original meeting.

Section 7.9 Disclosure of Beneficial Ownership.

This Section 7.9 and Sections 7.10 and 7.11 of these Bylaws are intended to assist in ensuring compliance with the Disclosure and Transparency Rules of the United Kingdom Financial Conduct Authority (the “**Disclosure and Transparency Rules**”).

(a) For the purposes of Sections 7.9, 7.10 and 7.11 of these Bylaws, “beneficial ownership” means, with respect to shares of capital stock sole or shared voting power (which includes the power to vote, or to direct the voting of, such shares of capital stock) and/or investment power (which includes the power to dispose, or to direct the disposition of, such shares of capital stock), whether direct or indirect, and the right to acquire any of the foregoing interests, in each case whether through any contract, convertible instrument, warrant, arrangement, understanding, relationship, or otherwise. Shares of capital stock may be beneficially owned by one or more persons. For the avoidance of doubt, a person who has a right to subscribe for or convert into shares of capital stock of the Corporation shall also be deemed to beneficially own such shares of capital stock. The beneficial ownership of any person shall also be deemed to include the beneficial ownership of any other person deemed to be actively co-operating, pursuant to an agreement, arrangement, or understanding (whether written or oral) (“acting in concert”).

(b) For the purposes of this Section 7.9, a person shall be treated as beneficially owning stock:

(i) if the person has been named in a notice issued by the Corporation requiring the disclosure of beneficial ownership of shares of capital stock in the Corporation (the “**Disclosure Notice**”) as being a beneficial owner;

(ii) if in response to a Disclosure Notice, the person beneficially owning the stock, or another person appearing to beneficially own the stock, has failed to establish the identities of those who have beneficial ownership and, taking into account the response and other relevant information, the Corporation has determined that the person in question is or may beneficially own such stock; or

(iii) if the person who is the recorded holder of stock (an “**Operator**”) is doing so on behalf of persons who own stock in the Corporation beneficially and the person in question has notified the Operator that he beneficially owns such stock.

(c) The Board may send a Disclosure Notice in writing to any person that the Board determines to have or be reasonably likely to have beneficial ownership of shares of capital stock of the Corporation requiring such person to identify any stock of the Corporation that person beneficially owns and to give such further information as may be required by the Board. Any Disclosure Notice may require such person to describe specifically its beneficial ownership of the stock. Any information given in response to the Disclosure Notice shall be mailed within a period of 14 days (subject to Section 7.11) of the date of the Disclosure Notice. A Disclosure Notice that has been given under this Section 7.9(c) shall remain in effect in accordance with its terms following a transfer of the shares of capital stock to which it relates, unless and until the Board determines otherwise and notifies the person accordingly. Where a Disclosure Notice is given to an Operator, the obligations of the Operator shall be limited to disclosing information that it possesses relating to a person appearing to beneficially own the stock it holds.

Section 7.10 Disclosure of Voting Rights.

(a) The provisions of this Section 7.10 shall apply for such time as any shares of capital stock of the Corporation are listed or admitted to trading on the Official List or the AIM market, in each case, operated by the London Stock Exchange.

(b) Without prejudice to and in addition to any obligation to disclose under the Disclosure and Transparency Rules, a person must notify the Corporation of the percentage of its voting rights attributable to the issued and outstanding securities of the Corporation which are exercisable by such person at a meeting of shareholders of the Corporation at the relevant time (“**Voting Rights**”) if the percentage of Voting Rights which he holds directly or indirectly as a shareholder or through his direct or indirect holding of financial instruments as set out in the Disclosure and Transparency Rules (or a combination of such holdings):

(i) reaches, exceeds or falls below 3%, 4%, 5%, 6%, 7%, 8%, 9%, 10% and each 1% threshold thereafter up to 100%; or

(ii) reaches, exceeds or falls below an applicable threshold in Section 7.10(b)(i) as a result of events changing the breakdown of the voting power attributable to the issued and outstanding securities of the Corporation that are currently exercisable at a meeting of stockholders (“**Voting Power**”), taking into account any Voting Power Reduction (as defined below) and on the basis of information disclosed by the Corporation in accordance with the requirements of the Disclosure and Transparency Rules (or in accordance with the requirements which are treated as equivalent to those set out in the Disclosure and Transparency Rules).

(c) Without prejudice to, and in addition to, any obligation to disclose under the Disclosure and Transparency Rules, the notification to the Corporation required by Section 7.10(b) shall be effected as soon as possible, but in any event no later than two trading days after the date on which the relevant person:

(i) learns of the acquisition or disposal or of the possibility of exercising Voting Rights, or on which, having regard to the circumstances, should have learned of it, regardless of the date on which the acquisition, disposal or possibility of exercising Voting Rights takes effect; or

(ii) is informed about the event mentioned in Section 7.10(b).

Section 7.11 Failure to Comply With Sections 7.9 and 7.10.

(a) Despite anything herein to the contrary, if a Disclosure Notice has been sent to a person and, subject to Section 7.11(b), the Corporation has not received the information required in respect of the stock within a period of 14 days after the date of the Disclosure Notice or if a person fails to comply with Section 7.10(c), then: (i) the Voting Power of the stock beneficially owned by such person, shall automatically be reduced so that each share beneficially owned by such person has no votes per share (the “**Voting Power Reduction**”), and (ii) where the default securities represent at least 1% of a particular class of the issued and outstanding securities of the Corporation, the default securities shall be subject to the following additional restrictions (the “**Additional Restrictions**”): (1) any dividend or other money payable in respect of the securities shall be withheld by the Corporation, which shall not have any obligation to pay interest on it; and (2) no transfer of any of the securities held by such stockholder shall be registered unless the transfer is approved by the Board in its sole discretion, unless (A) the stockholder is not himself in default as regards supplying the information required; and (B) the stockholder proves to the satisfaction of the Board that no person in default with respect to supplying such information is interested in any of the securities the subject of the transfer. The Corporation shall, as soon as practicable after such Voting Power Reduction or Additional Restrictions, send notice to the relevant person stating that (until such time as the Board determines otherwise under Section 7.11(b)) the stock beneficially owned by such person or the shares of stock beneficially owned by such person shall be subject to the Voting Power Reduction and Additional Restrictions set out in the notice.

(b) The Board may determine that the Voting Power Reduction or Additional Restrictions imposed pursuant to this Section 7.11 shall not apply or shall cease to apply at any time, as determined in its sole discretion. If the Corporation has received the information required by the relevant Disclosure Notice, the Board shall, within 7 days of receipt, determine that the Voting Power Reduction or Additional Restrictions shall cease to apply unless the Board has reason to believe the information is incorrect. In addition, the Board shall determine that the Voting Power Reduction and Additional Restrictions (if applicable) shall cease to apply if the Corporation receives an executed and, if necessary, duly stamped instrument of transfer with respect to the stock subject to a Voting Power Reduction, that demonstrates a sale that the Board determines to be a bona fide sale of the whole of the beneficial interest in such stock to a person who is not acting in concert with the person or with the person appearing to beneficially own the stock. If the Board makes a determination under this Section 7.11(b), it shall notify the transferee as soon as practicable. Neither the Corporation nor the Board shall in any event be liable to any person as a result of the Voting Power Reduction or Additional Restrictions, or a failure to determine that the Voting Power Reduction or Additional Restrictions shall cease to apply, if the Board has acted in good faith.

(c) Where the stock beneficially owned by any person represents less than 0.25% of the outstanding shares of the class or series of stock at issue on the date on the relevant Disclosure Notice is given, then the period of 14 days referred to in Section 7.9(b) shall be a period of 28 days.

Section 7.12 Regulations. The Board of Directors may make such additional rules and regulations as it may deem expedient concerning the issue, transfer and registration of shares of stock of the Corporation.

ARTICLE VIII

GENERAL MATTERS

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of the same year.

Section 8.2 Facsimile Signatures. In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these Bylaws, facsimile signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

Section 8.3 Corporate Seal. The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

Section 8.4 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.

Section 8.5 Reliance Upon Books, Reports and Records. Each director, each member of any committee designated by the Board of Directors, and each officer of the Corporation shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or committees of the Board of Directors so designated, or by any other person as to matters which such director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 8.6 Time Periods. In applying any provision of these Bylaws which requires that an act be done or not be done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

Section 8.7 Subject to Law and Certificate of Incorporation. All powers, duties and responsibilities provided for in these Bylaws, whether or not explicitly so qualified, are qualified by the Certificate of Incorporation and applicable law.

ARTICLE IX

AMENDMENTS

Section 9.1 Amendments. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal these Bylaws. In addition to any requirements of law and any other provision of these Bylaws or the Certificate of Incorporation, and notwithstanding any other provision of these Bylaws, the Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, the affirmative vote of the holders of at least 66 2/3% in voting power of the issued and outstanding stock entitled to vote generally in the election of directors, voting together as a single class, shall be required for the stockholders to amend or repeal, or adopt any provision inconsistent with, any provision of these Bylaws.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Bylaws of the Corporation to be signed by its duly authorized and appointed officer this ____ day of _____, 2026.

SOMERO ENTERPRISES, INC.,
a Delaware Corporation

By: _____
Name:
Title: Director

APPENDIX C

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Notice of Special Meeting of Stockholders

SOMERO ENTERPRISES, INC. (the “Company”)

(Incorporated in the State of Delaware, USA under the Delaware General Corporation Law with registered number 3589295)

Notice is given that the Special Meeting of Stockholders (the “Special Meeting”) of the Company will be held at the Company’s Headquarters located at 14530 Global Parkway, Fort Myers, Florida 33913 U.S.A on November 10, 2026 at 9:00 am local time for the following purposes:

To consider and, if thought fit, to pass the following resolution:

- The amendment of the Company’s Certificate of Incorporation (the “Amended Certificate of Incorporation”) to reclassify the Board from three classes with three-year staggered re-election terms of directors to two classes with two-year staggered re-election terms of directors, in the form appended at Appendix A to the Stockholder Information Statement circulated to the Stockholders on October 2, 2026.

Please refer to the Stockholder Information Statement dated October 2, 2026 and form of proxy, which form a part of this Notice and are incorporated in this Notice by reference, for further information with respect to the business to be transacted at the Special Meeting.

Stockholders of record at the close of business on September 30, 2026, are entitled to receive notice of, and vote at, the Special Meeting or any adjournment or postponement of the Special Meeting.

Whether or not you expect to attend the Special Meeting, please complete, date and return the enclosed proxy or form of instruction relating to depositary interests (as applicable) as promptly as possible in order to ensure your representation at the Special Meeting.

To be effective, proxies must be sent to or deposited at the office of the Company’s registrars (Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgewater Road, Bristol BS99 6ZY) so as to be received not later than 2:00 pm UK time on November 6, 2026 (provided that the Company may waive such requirement in its sole discretion). Even if you have given your proxy, you may still vote in person if you attend the Special Meeting in person.

To be effective, forms of instruction relating to depositary interests must be lodged at the offices of Computershare Investor Services PLC the “Depositary” at: Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY no later than 2:00 pm UK time on November 5, 2026.

To give an instruction via the CREST system, CREST messages must be received by the issuer’s agent (ID number 3RA50) not later than 2:00 pm UK time on November 5, 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

You may inspect a complete list of the stockholders eligible to vote at the AGM during normal business hours at our offices located at 14530 Global Parkway, Fort Myers, Florida 33913, USA, during the ten days prior to the date of the Special Meeting and also during the Special Meeting.

The Board of Directors unanimously recommends a vote “FOR” the proposed resolution.

All stockholders are cordially invited to attend the Special Meeting, either in person or via webcast, details of which will be posted on the company website at <https://investors.somero.com> a minimum of 10 days prior to the event. Please note that attending the Special Meeting via webcast does not enable stockholders to ask questions or to vote during the meeting.

If you attend the Special Meeting in person, you may be included in the webcast.

By order of the Board of Directors.

Vincenzo LiCausi,
Secretary
October 2, 2026

Notes:

1. In accordance with the Company’s Bylaws, the holders of one-third in voting power of all issued and outstanding stock entitled to vote at the Special Meeting, present in person or presented by proxy, shall constitute a quorum for the transaction of business.

APPENDIX D

FORM OF WRITTEN PROXY



PROXY

SOMERO ENTERPRISES, INC. (the "Company")

(incorporated in the State of Delaware, USA under the Delaware General Corporation Law (the "DGCL") with registered number 3589295)

For use at the SPECIAL MEETING of the Company to be held on November 10, 2026 at the Company's Headquarters located at 14530 Global Parkway, Fort Myers, Florida 33913 U.S.A. at 9:00 am local time.

(Please use block capitals)

I/We.....of
being stockholder(s) of the Company hereby appoint the Chairman of the Meeting, with full power of substitution, as my/our attorney and proxy to represent the undersigned at the Special Meeting of Stockholders of the Company to be held on November 10, 2026 at 14530 Global Parkway, Fort Myers, Florida 33913 U.S.A. at 9:00 am, and at any and every adjournment thereof, with all power that the undersigned would possess if personally present, and to vote all shares of stock that the undersigned may be entitled to vote at said meeting upon the matters set forth in the Notice of Special Meeting of Stockholders in accordance with the instructions and with discretionary authority upon such other matters as may come before the Meeting. All previous proxies are hereby revoked.

I/we direct my/our proxy to vote for me/us on my/our behalf as follows:

- | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 1. The amendment of the Company's Certificate of Incorporation (the "Amended Certificate of Incorporation") to reclassify the Board from three classes with three-year staggered re-election terms of directors to two classes with two-year staggered re-election terms of directors, in the form appended at Appendix A to the Stockholder Information Statement circulated to the Stockholders on October 2, 2026. | ☐ | ☐ | ☐ |

Please indicate with a cross in the appropriate space above how you wish your vote to be cast on each resolution. Unless so instructed, your proxy will vote "FOR" each resolution.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" EACH RESOLUTION.

Signed:.....Date: day

of.....2026

Signed:.....Date: day

of.....2026

Notes:

1. If the shares of stock are registered in the names of two or more persons, each should sign. Executors, administrators, trustees, guardians and attorneys-in-fact should add their titles. If signer is a corporation, please give full corporate name and have a duly authorized officer sign, stating title. If signer is a partnership, please sign in partnership name by authorized person.
2. Completion of this Form of Proxy will not prevent a member from attending the meeting and voting in person should they so wish. Members may attend the meeting in-person or via webcast, details of which will be posted on the company website at <https://investors.somero.com> a minimum of 10 days prior to the event.

3. To be effective, the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited with the Company's registrars Computershare Investor Services (Jersey) Limited and the address is c/o The Pavilions, Bridgewater Road, Bristol BS99 6ZY, not less than 48 hours before the time for holding the meeting (provided that the Company may waive such requirement in its sole discretion)