

FASTR Inc.

Amended Bylaws

Article I: Name, Offices and Purpose

Section 1.1. Name. The name of this corporation is FASTR Inc. (referred to in these Bylaws as the “Corporation”).

Section 1.2. Offices. The principal office of the Corporation will be at 3855 SW 153rd Drive Beaverton, Oregon 97003. The Board of Directors of the Corporation (the “Board”) may change the location of the principal office, and may establish branch or subordinate offices at any location worldwide.

Section 1.3. Purpose.

(a) Organization and general purpose. The organizational structure, the general purpose of the Corporation, and important limitations on the permissible actions of the Corporation, are described in the Corporation’s Certificate of Incorporation (the “Certificate”). The Corporation will abide by all provisions of the Certificate as amended from time to time as permitted under these Bylaws and/or the General Corporation Law of Delaware.

(b) Specific purpose. The Corporation is formed to promote the common business interest of its members in improving automotive security and safety. In furtherance of this goal, the Corporation intends to: facilitate collaborative technical research by industry experts; identify and publish best known methods for achieving optimal levels of security; develop and disseminate reference designs for implementation across the automotive industry; and take other actions designed to help all levels of the automotive industry supply chain improve safety and security.

Article II: Membership

Section 2.1. Membership. The Corporation will initially have three classes of membership: (a) Participating Members, which will be deemed a non-voting class, (b) Founding Members, which will be deemed a voting class, and (c) Lead Founding Member, which will be a Founding Member with certain special privileges, detailed below. The class of Lead Founding Member will terminate one year after the date that the Certificate is initially filed with the Delaware Division of Corporations, and thereafter the Lead Founding Member will be a Founding Member. The class of Lead Founding Member will consist solely of Intel Corporation. Subject to Section 2.6 below, the Board may create additional classes of membership, may amend the rights of

existing classes of members, and may define the rights, responsibilities, qualifications, fees and all other matters associated with membership.

Section 2.2. Membership Agreement. Members will be required to execute a Membership Agreement.

Section 2.3. Intellectual Property Policy. Members will be subject to an intellectual property rights policy, to be adopted by the Board and amended from time to time.

Section 2.4. Antitrust Guidelines. Members will abide by a policy aimed at ensuring compliance with applicable antitrust/competition law (as impacted by the Cybersecurity Act of 2015), as adopted by the Board and amended from time to time.

Section 2.5. Operational Policies. Members will abide by reasonable operational policies to be adopted by the Board and amended from time to time.

Section 2.6. Right of Members to Approve Certain Changes.

(a) Changes to Bylaws or Certificate of Incorporation. The affirmative vote of a majority of Founding Members then holding active memberships and in good standing and of the Lead Founding Member shall be required for an amendment to the Certificate or these Bylaws (a) to create any class of members with rights, responsibilities and privileges senior to those of the Founding Members, or (b) to materially alter, reduce or eliminate the rights, responsibilities and privileges of the Founding Members.

(b) Quorum; Voting as a Single Class. A majority of those members in good standing as Founding Members immediately before a vote required under this section will constitute a quorum for the approval of the matter submitted to the vote. Except as otherwise required or permitted by law or by these Bylaws, the act of the majority of the Founding Members present at any meeting at which a quorum is present will be an act of the Founding Members. In any matter submitted to Founding Members for a vote, the Founding Members and Lead Founding Member will vote as a single class with one vote per member.

(c) Meetings. Meetings of Founding Members may be called to vote upon any matter for which a vote of Founding Members is required upon action of the Secretary of the Corporation or the written request of any Founding Member. The Secretary will cause notice to be given to each Founding Member to its address as shown on the records of the Corporation, addressed to the Director representing each Founding Member or, if such Founding Member does not have a representative then serving on the Board, to the attention of its legal department. Notice may be given by telephone (including voice message), email, facsimile, or in person at least 24 hours in advance of the meeting or by first class mail to at least three business days in advance. Participation by telephone, videoconference or any similar means is sufficient provided that all meeting participants can concurrently communicate with each other, and such

participation will constitute presence for the purposes of these Bylaws and the General Corporation Law of Delaware.

(d) Action without a Meeting. Any vote of the Founding Members may be taken without a meeting if the Corporation delivers a written (including electronic) ballot to the Founding Members entitled to vote on the matter and conducts that vote in accordance with the General Corporation Law of Delaware. Approval by a majority of those members in good standing as Founding Members immediately before a vote will constitute the approval of the matter submitted to the vote.

(e) No Other Voting Rights. Except as expressly provided in this Section 2.6, members of the Corporation will have no voting rights, and the right to manage the affairs of the Corporation will be vested exclusively in the Board.

Article III: Board of Directors

Section 3.1. Powers. Except as otherwise provided by the General Corporation Law of Delaware, in the Certificate or in these Bylaws, the Board will direct all affairs of the Corporation and may exercise all powers available to a corporation under applicable law, including without limitation the power to authorize officers or agents to enter into contracts, execute financial instruments, and make other commitments on behalf of the Corporation. All corporate powers are exercised by or under authority of the Board.

Section 3.2. Number of Directors. The Corporation will have no fewer than three (3) and no more than fifteen (15) Directors. The exact number of Directors will be set within the foregoing limits from time to time by the Board.

Section 3.3. Board Composition. Each of the first fifteen (15) Founding Members to accept the terms of the Membership Agreement will, so long as it is a Founding Member of the Corporation in good standing, be entitled to appoint one Director via written notice to the Corporation (a "Founding Director"). The Founding Member may replace its appointee from time to time upon written notice to the Corporation. Each Founding Director must be an employee, or authorized agent, of the corresponding Founding Member. A Founding Director will serve until (a) she or he is no longer an employee (or agent) of the Founding Member, (b) she or he resigns, is replaced by his or her employer, or is removed from office, (c) the membership of the Founding Member that appointed the Founding Director terminates, or (d) the status of the Founding Member that appointed the Founding Director is changed from Founding Member to Participating Member or any other class of membership that does not entitle the member to the appointment of a Director.

If the number of Directors in office is at any time less than the authorized number of Directors as provided in Section 3.2, the Board may reduce the authorized number of Directors as provided in Section 3.2 or appoint one or more additional Directors, up to the maximum

number permitted by these Bylaws, in accordance with criteria and for a limited term to be determined by the Board. In the event that number of Founding Members eligible and willing to appoint Directors is less than the minimum number of Directors required by these Bylaws, the remaining Director(s) may appoint one or more individuals to serve on the Board as necessary to maintain the minimum number of Directors and until the number of Founding Directors equals the minimum number of Directors.

Section 3.4. Alternates. Each Director, or the Founding Member that appointed such Director, may designate in writing an individual to act as a Director in his or her stead, whether for a single meeting or as a standing alternate. The presence of such alternate shall be counted for purpose of determining whether a quorum is present, and any action taken by such individual shall be valid as if taken by the original Director. The individual must also be an employee (or authorized agent) of the relevant Founding Member. The Director or Founding Member may withdraw such designation at any time.

Section 3.5. Election of Directors. Directors will be appointed as provided in Section 3.3, and no annual or other meeting of members or Directors for the purpose of electing Directors is required.

Section 3.6. Removal. A Director may be removed from office for any cause deemed sufficient by the Board acting by the affirmative vote of the full number of Directors then in office, minus one. In the event of removal of a Founding Director, the Founding Member will retain its right to appoint a Director, but must not re-appoint the removed Director.

Section 3.7. Compensation. Directors will not receive compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

Section 3.8 Transactions with Interested Parties. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are directors or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction or solely because his or their votes are counted for such purpose, if:

(a) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board.

Section 3.9. Meetings.

(a) Location; telephonic meetings. The Board and any Board committees may hold regular or special meetings at any location worldwide or by any electronic means. Participation by telephone, videoconference or any similar means is sufficient provided that all meeting participants can concurrently communicate with each other, and such participation will constitute presence for the purposes of these Bylaws and the General Corporation Law of Delaware.

(b) Regular and special meetings. Regular meetings of the Board may be held at times determined by the Board and communicated to all Directors. Any officer of the Corporation may call a special meeting, or any one Director may call a special meeting if that one Director is the only Director in office. The party calling a special meeting must use all reasonable efforts to effect actual notice of the special meeting upon all other Directors no less than two business days prior to the special meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

(c) Quorum and voting. A majority of the Directors in office immediately before a meeting will constitute a quorum for the transaction of business at that meeting of the Board. Except as otherwise required by the General Corporation Law of Delaware or by these Bylaws, the act of the majority of the voting Directors present at which a quorum is present will be an act of the Board. Each Director will have one vote. In the absence of a quorum at any such meeting, a majority of the Directors present may adjourn the meeting from time to time and set a time for the meeting to be continued. Notice of the new time will be given to all Directors not present as provided in subsection (e) below.

(d) Veto Right. During the period that the Lead Founding Member class exists, (a) the Director appointed by the Lead Founding Member will have a veto right over all Board actions (i.e. a “no” vote by that Director will result in the disapproval of a proposed action, regardless of the number of votes for approval), and (b) that Director must be present as part of any quorum (i.e. if that Director is not present, the Board will not have a quorum, regardless of the number of other Directors present).

(e) Notices. All notices required under this Article III will be given to all Directors in office at the time of such notice and may be given by telephone (including voice message), email, facsimile, or in person at least 24 hours in advance of the meeting or by first class mail to such Director’s last known business address at least three business days in advance.

3.10 Action without a Meeting. Board actions may be taken without a meeting if (a) the Board Chair or her or his delegate sends a written communication to all Directors then in office describing the action by email, facsimile or first class mail to the contact information then on file with the Board, (b) no Director objects, within 10 business days, to taking action without a meeting, and (c) a majority of Directors then in office communicate an affirmative vote

supporting the action, within 10 business days of the initial communication (subject to the veto right described above). Communications may be via electronic means so long as the method used provides reasonable assurance of notice, security and authenticity.

Article IV: Officers

Section 4.1. Officers. The officers of the Corporation will be a President, a Secretary, and a Treasurer. These officers will be selected from Directors. The Corporation may also have an Executive Director, who need not be a Director. The Corporation may have, at the discretion of the Board, one or more Vice Presidents, an Assistant Secretary, and an Assistant Treasurer. The Board may appoint such other officers as it may deem appropriate. Officers are appointed by the Board and serve at the discretion of the Board and will hold office until such officer is terminated or resigns. The Board may terminate an officer's position by communicating such termination in writing. An officer may resign their position by communicating their resignation in writing to the remaining officers. Termination or resignation of an officer who also serves as a Director will not alter an individual's role as a Director.

Section 4.2. Responsibilities.

(a) President. The President will have all of the responsibilities normally associated with the role of chief executive officer. The President will act as Chair of all meetings of the Board, or delegate that responsibility. The President will oversee the management of the business of the Corporation, and will see that orders and resolutions of the Board are carried into effect. The President will oversee the Executive Director. The Lead Founding Member will have the right to appoint the President of the Corporation for so long as the class of Lead Founding Member exists.

(b) Executive Director. The Executive Director will preside over the day-to-day affairs of the Corporation under the direction of the Board and of the President, and will perform the duties and have the powers prescribed by the Board. The President will appoint the initial Executive Director of the Corporation.

(c) Secretary. The Secretary will have the powers and perform the duties that are incident to the office of Secretary under the General Corporation Law of Delaware, including overseeing the recording of proceedings of the Board and documenting the actions of the Board and its committees.

(d) Treasurer. The Treasurer will be the lead Director for oversight of the financial condition and affairs of the Corporation and will have the duty and power to keep and be responsible for all funds of the Corporation, to maintain the financial records of the Corporation, to deposit funds of the Corporation in depositories as authorized, to disburse such funds as authorized, to make proper accounts of such funds, and to render as required by the Board accounts of all such transactions and of the financial condition of the Corporation.

(e) **Salaries.** The President, Secretary and Treasurer shall serve without compensation. The Executive Director and any other officers appointed by the Board shall be entitled to such salaries or compensation as shall be fixed or allowed from time to time by the Board.

(f) **Delegation of Authority.** The Board may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

Article V: Technical Steering Committee; other Board Committees and Working Groups

Section 5.1 Technical Steering Committee. The Board will establish a Technical Steering Committee (“TSC”). The TSC will serve as the steward and guiding influence for all research and technical development efforts undertaken by the Corporation. TSC responsibilities will include identifying and prioritizing research topics for the Corporation, recommending research funding allocations, and developing or approving research work plans. The initial makeup of the TSC will be determined as follows:

- The Lead Founding Member will appoint an individual to serve as Chair of the TSC.
- Each Founding Member will have the right to appoint one TSC participant.
- In consultation with the other Founding Members, the Lead Founding Member will appoint up to [ten] additional initial TSC participants.

An initial task for the TSC will be to develop a charter document that details the scope, responsibilities and governance model for the TSC, for approval by the Board. The Board will retain ultimate responsibility for all actions by and decisions of the Corporation, but the Board intends to grant broad deference to the recommendations of the TSC for decisions within its scope.

Initial TSC participants that are not affiliated with Founding Members will be Participating Members of the Corporation and will be required to execute a Technical Steering Committee Membership Agreement.

Section 5.2. Additional Advisory Boards, Board Committees and Working Groups. The Board may establish other advisory boards, board committees and technical and non-technical working groups from time to time in its discretion. The Board will establish the size, duration, composition, and purpose of such groups. The work of the groups will be subject to intellectual property policies, governance models, and operational rules determined by the Board.

Article VI: Financial Administration and Recordkeeping

Section 6.1. Fiscal Year. The fiscal year of the Corporation will be January 1 – December 31.

Section 6.2. Checks and Notes. Except as otherwise resolved by the Board or as required by law, any checks, notes or other manifestation of a financial obligation by the Corporation must be signed or otherwise expressly authorized by either the President, Treasurer or the Executive Director.

Section 6.3. Deposits. Funds of the Corporation will be deposited from time to time to the credit of the Corporation with a bank, trust company or other depository selected by the Board.

Section 6.4. Maintenance of Corporate Records; Reports; Inspection. The Corporation will keep records of Board proceedings and actions, corporate records such as its Certificate and Bylaws, records of its contractual relationships, and adequate and correct financial records at its principal office. The Board will provide to Founding Members unaudited financial statements showing balance sheet and results of operations at least quarterly and such other periodic reports of its financial activities and condition as may be approved by the Board. Subject to reasonable confidentiality requirements, any member will have the right to inspect these records upon request.

Article VII: Indemnification and Insurance

Section 7.1. Indemnification and Payment of Expenses in Advance. To the fullest extent permitted by the General Corporation Law of Delaware, the Corporation will indemnify and defend any person who is made, or threatened to be made, a party to an action, suit or proceeding by reason of the fact that the person is or was a Director, officer or agent of the Corporation. The Corporation may approve advancing to any such person who may be entitled to indemnification all expenses incurred by such person in defending or settling any such action upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

Section 7.2. Indemnification Contracts. The Board is authorized to enter into a contract with any Director, officer, employee or agent of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including employee benefit plans, providing for indemnification rights equivalent to or, if the Board so determines, greater than, those provided for in this Article VII.

Section 7.3. Insurance. The Board may authorize the purchase and maintenance of insurance on behalf of any particular agent of the Corporation (including a Director, officer, employee or

other agent of the Corporation) against liabilities asserted against or incurred by the agent arising out of the agent's role as an agent of the Corporation.

Article VIII: Amendments

Except where such power is expressly limited by law, the Certificate or these Bylaws, these Bylaws may be amended or repealed, and new Bylaws may be adopted, by an affirmative vote of a majority all then-serving Directors.