

TRANSCARENT, INC.

SECOND CERTIFICATE OF AMENDMENT TO THE BYLAWS

Adopted March 7, 2024

The undersigned, being the Secretary of Transcarent, Inc., a Delaware corporation (the “*Company*”), hereby certifies that the Company’s Bylaws was amended by the stockholders effective March 7, 2024 by amending and restating Section 6.8 to Article VI, to read in its entirety as follows:

“6.8. *Restrictions on Transfer*

No stockholder of the Company may sell, assign, transfer, pledge, encumber or in any manner dispose of any share of common stock of the Company (except for common stock of the Company issued or issuable upon conversion of preferred stock of the Company), whether voluntarily or by operation of law, or by gift or otherwise, other than by means of a Permitted Transfer (as defined below). If any provision(s) of any agreement(s) currently in effect by and between the Company and any stockholder conflicts with this **section 6.8**, this **section 6.8** shall govern, and the remaining provision(s) of such agreement(s) that do not conflict with this **section 6.8** shall continue in full force and effect.

- i. ***Permitted Transfers.*** For purposes of this **section 6.8**, a “*Permitted Transfer*” shall mean any of the following:
 - (a) any transfer by a stockholder of any or all of such stockholder’s shares to the Company;
 - (b) any transfer by a stockholder of any or all of such stockholder’s shares to such stockholder’s immediate family or a trust for the benefit of such stockholder or such stockholder’s immediate family;
 - (c) any transfer by a stockholder of any or all of such stockholder’s shares effected pursuant to such stockholder’s will or the laws of intestate succession;
 - (d) any transfer of shares of common stock by 7WireVentures Technology Partners, LLC or its affiliates; and/or
 - (e) any transfer of shares approved by the prior written consent of the Board of Directors.

Except with respect to the shares of common stock transferred under clauses (a) and (d) above, such transferred shares shall remain subject to the transfer restrictions of this **section 6.8**.


- ii. ***Void Transfers.*** Any transfer of shares shall be null and void unless the terms, conditions and provisions of this **section 6.8** are strictly observed and followed.
- iii. ***Termination of Restriction of Transfer.*** The foregoing restriction on transfer shall lapse immediately prior to the corporation’s first firm commitment underwritten

public offering of its securities pursuant to a registration statement under the Securities Act of 1933, as amended.

- iv. ***Legends.*** The certificates representing shares of stock of the corporation shall bear on their face the following legend so long as the foregoing right of first refusal remains in effect:

“THE SHARES REPRESENTED BY THIS CERTIFICATE MAY NOT BE SOLD, ASSIGNED, TRANSFERRED, PLEDGED, ENCUMBERED OR IN ANY MANNER DISPOSED OF, EXCEPT IN COMPLIANCE WITH THE BYLAWS OF THE CORPORATION. COPIES OF THE BYLAWS OF THE COMPANY MAY BE OBTAINED UPON WRITTEN REQUEST TO THE SECRETARY OF THE COMPANY.””

IN WITNESS WHEREOF, the undersigned has duly signed this Second Certificate of Amendment to the Bylaws as of the date first set forth above.

DocuSigned by:

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Lee Shapiro, Secretary