Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ORANGEDOT, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 2021, AT 1:20 O`CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

SECRETARY'S OFFICE
1793 DELAWARE 1955

6783068 8100
SR# 20213429271

Authentication: 204329797
Date: 10-05-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:20 PM 10/05/2021
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SR 20213429271 - File Number 6783068

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF ORANGEDOT, INC.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

OrangeDot, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, as amended (the "**General Corporation Law**"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is OrangeDot, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on April 24, 2018 under the name OrangeDot, Inc.

2. That the corporation is filing this Amended and Restated Certificate of Incorporation of this corporation (the "**Restated Certificate**"), which amends and restates the certificate of incorporation of this corporation, as heretofore amended (the "**Prior Certificate**"), and which was duly adopted by all necessary action of the Board of Directors of the corporation (the "**Board**") and its stockholders in accordance with the provisions of Sections 242, 245 and 228 of the General Corporation Law:

3. That the text of the Prior Certificate is hereby amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is OrangeDot, Inc. (the "**Corporation**").

SECOND: The address of the registered office of the Corporation in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: Effective upon the effectiveness of this Restated Certificate with the Secretary of State of the State of Delaware (the "**Effective Time**"), automatically and without any further action by the holders of such shares of the Corporation's capital stock, each share of (i) the Corporation's Series A Preferred Stock, $0.00001 par value per share, issued and outstanding immediately prior to the Effective Time (the "**Issued Series A Stock**"), (ii) the Corporation's Series B Preferred Stock, $0.00001 par value per share, issued and outstanding immediately prior to the Effective Time (the "**Issued Series B Stock**") and (iii) the Corporation's Series C Preferred Stock, $0.00001 par value per share, issued and outstanding immediately prior to the Effective Time (the "**Issued Series C Stock**" and together with the Issued Series A Stock and the Issued

Series B Stock, the "**Issued Stock**") shall be reclassified into, and shall become, one (1) validly issued, fully-paid and nonassessable share of Common Stock (as defined below) and shall represent one (1) share of Common Stock from and after the Effective Time (collectively, the "**Reclassification**"). The Reclassification shall occur automatically as of the Effective Time without any further action by the Corporation or the holders of the shares affected thereby and whether or not any certificates representing such shares are surrendered to the Corporation. Upon the Effective Time, each certificate that as of immediately prior to the Effective Time represented shares of Issued Stock shall be deemed to represent an equivalent number of shares of Common Stock. Each person holding of record a stock certificate or certificates that represented outstanding shares of Issued Stock immediately prior to the Effective Time (the "**Old Certificates**") shall receive, upon surrender of such certificate or certificates, a new certificate or certificates (the "**New Certificates**") evidencing and representing the number of whole shares of Common Stock after the Effective Time into which such shares of Issued Stock were reclassified. The Reclassification shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Issued Stock and all references to the Issued Stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of Issued Stock shall be deemed to be references to shares of Common Stock or options or rights to purchase or acquire shares of Common Stock, as the case may be.

FIFTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 340,000,000 shares of Common Stock, $0.00001 par value per share ("**Common Stock**").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. <u>Voting</u>. The holders of the Common Stock are entitled to one (1) vote for each share of Common Stock held as of the applicable record date for at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

B. <u>Matters Requiring Special Approval</u>.

1. The Corporation covenants and agrees that it shall not, without approval or consent of at least two-thirds (2/3) of the directors then serving on the Board, consummate a transaction or series of transactions pursuant to which the Corporation sells and issues equity or debt securities with the principal purpose of raising capital.

2. The Corporation covenants and agrees that it shall not, without the approval or consent of at the Board, including the approval of (i) at least one of the Spectrum Director or TCG Director and (ii) at least one of the Khosla Director and the BX Director (each as defined in the Fifth Amended and Restated Voting Agreement between the Corporation and the Investors and Key Holders listed therein, dated on or around the Effective Time, as such agreement may be amended and/or restated from time to time), remove or otherwise terminate the Chief Executive Officer of the Company without Cause as defined in the employment agreement entered into by and between the Company and the Chief Executive Officer of the Company.

SIXTH: Subject to any additional vote required by this Restated Certificate of Incorporation, as amended from time to time, or the Corporation's Bylaws, as amended from time to time (the "**Bylaws**"), in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind the Bylaws.

SEVENTH: Subject to any additional vote required by this Restated Certificate, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws. Each director shall be entitled to one (1) vote on each matter presented to the Board.

EIGHTH: Elections of directors need not be by written ballot unless the Bylaws shall so provide.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws.

TENTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Tenth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law. Any repeal, elimination or modification of the foregoing provisions of this Article Tenth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal, elimination or modification.

ELEVENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law. Any amendment, repeal or modification of the foregoing provisions of this Article Eleventh shall not (a) adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification or (b) increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

TWELFTH: The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "**Excluded Opportunity**" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of capital stock or any partner, member, director, stockholder, employee, affiliate or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, the persons referred to in clauses (i) and (ii) are "**Covered Persons**"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person primarily in such Covered Person's capacity as a director of the Corporation while such Covered Person is performing services in such capacity. Any repeal or modification of this Article Twelfth will only be prospective and will not affect the rights under this Article Twelfth in effect at the time of the occurrence of any actions or omissions to act giving rise to liability.

THIRTEENTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware (the "**Court of Chancery**") shall be the sole and exclusive forum (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation or its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or this Restated Certificate or the Bylaws (as either may be amended and/or restated from time to time) or as to which the Delaware General Law confers exclusive jurisdiction on the Court of Chancery or (iv) any action asserting a claim against the Corporation or its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten (10) days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Restated Certificate shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Restated Certificate (including, without limitation, each portion of any sentence of this Restated Certificate containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

FOURTEENTH: Unless the Corporation consents in writing to the selection of an alternate forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. To the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring any interest in any security of the Corporation shall be deemed to have notice of and consented to this Article Fourteenth.

FIFTEENTH: For purposes of Section 500 of the California Corporations Code, as amended (the "**California Corporations Code**"), to the extent applicable), in connection with any repurchase of shares of Common Stock permitted under this Restated Certificate from employees, officers, directors or consultants of the Corporation in connection with a termination of employment or services pursuant to agreements or arrangements approved by the Board (in addition to any other consent required under this Restated Certificate), such repurchase may be made without regard to any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined in Section 500 of the California Corporations Code). Accordingly, for purposes of making any calculation under California Corporations Code Section 500 in connection with such repurchase, the amount of any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined therein) shall be deemed to be zero (0).

(*Signature Page Follows*)

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on October 5, 2021.

DocuSigned by:

By: Sean Brecker

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Name: Sean Brecker

Title: Chief Financial Officer