

## THIRD AMENDED AND RESTATED BYLAWS

OF

HUUUGE, INC.

As amended and restated on February 5, 2021

### ARTICLE I OFFICES

Section 1. REGISTERED OFFICE. The registered office of HUUUGE, Inc. (the “**Corporation**”) in the State of Delaware shall be located at 850 New Burton Road, in the City of Dover, County of Kent, State of Delaware. The name of the registered agent at such address is National Corporate Research, Ltd.

Section 2. OTHER OFFICES. The Corporation may also have one or more other offices at such place or places within or without the State of Delaware as the Board of Directors (the “**Board**”) may from time to time determine.

### ARTICLE II MEETINGS OF STOCKHOLDERS

Section 1. PLACE OF MEETINGS. Stockholders’ meetings shall be held in such place within or without the State of Delaware, including outside of the United States, as the Board may determine. The Board may, in its sole discretion, determine that a meeting shall not be held at any place, but may instead be held solely by means of remote communication as described in Section 2.8 of these Bylaws in accordance with Section 211(a)(2) of the General Corporation Law of the State of Delaware (the “**DGCL**”).

Section 2. ANNUAL MEETINGS. The annual meeting of the stockholders of the Corporation shall be held at such place, if any, as is designated by the Board, on the date and at the time fixed, from time to time, by the Board, for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The Board may postpone, cancel, recess, reschedule or adjourn any annual meeting previously called by the Board.

Section 3. SPECIAL MEETINGS.

(a) Special meetings of the stockholders for any purpose or purposes may be called at any time in the manner specified in the Corporation’s Certificate of Incorporation as then in effect (as the same may be amended and/or restated from time to time, the “**Certificate of Incorporation**”). Further, the President shall call a special meeting of stockholders at the written request of stockholders owning shares of the capital stock of the Corporation representing at least 10 percent (10%) in voting power of the outstanding shares entitled to vote at such meeting.

(b) The request from the stockholder(s) given pursuant to Section 2.3(a) of these Bylaws shall: (i) be in writing; (ii) specify the general nature of the business proposed to be transacted, subject to any additional applicable requirements as are set forth in these Bylaws or the

Certificate of Incorporation; and (iii) be delivered personally with confirmed receipt or sent by registered mail to the Secretary of the Corporation. Upon receipt of such a request, the Board shall determine the date, time and place, if any, of such special meeting, which must be scheduled to be held on a date that not less than thirty (30) and not more than ninety (90) days after receipt by the Secretary of the request therefor, and the Secretary shall prepare a proper notice thereof. No business may be transacted at such special meeting other than the business specified in the notice to stockholders of such meeting.

(c) A request to call a special meeting by any person other than the Board (or any other person expressly permitted to call special meetings in the manner provided by the Certificate of Incorporation) will not be valid unless made in accordance with the requirements and procedures set forth in this Section 2.3.

(d) The notice of a special meeting shall include the purpose for which the meeting is called. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting by or at the direction of the Board, the Chairman of the Board or President or in the notice specified in Section 2.3(b) above. If the notice of a special meeting called at the request of stockholders in accordance with this Section 2.3 is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice of the meeting.

Nothing contained in this Section 2.3 shall be construed as limiting, fixing or affecting the time when a meeting of stockholders called by action of the Board may be held. The Board may postpone, cancel, recess or adjourn any special meeting previously called by the Board.

Section 4. NOTICE OF STOCKHOLDERS' MEETINGS. Whenever stockholders are required or permitted to take any action at a meeting, a timely notice in writing or by electronic transmission, in the manner provided in Section 232 of the DGCL, of the meeting, which shall state the place, if any, date and time of the meeting, 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, the record date for determining the stockholders entitled to vote at the meeting (if such date is different from the record date for determining stockholders entitled to notice of the meeting) and, in the case of a special meeting, the purposes for which the meeting is called, shall be mailed to or transmitted electronically by the Secretary of the Corporation to each stockholder of record entitled to vote thereat as of the record date for determining the stockholders entitled to notice of the meeting. Except as otherwise provided by the Certificate of Incorporation or applicable law, the notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting.

Section 5. QUORUM AND VOTING STANDARD. Except as otherwise provided by law, the Certificate of Incorporation, these Bylaws or by the market, if any, on which the Corporation's securities are listed, at all meetings of stockholders, annual or special, in order to constitute a quorum, there shall be present, either in person or by proxy, holders of at least one-third in voting power of the issued and outstanding shares of capital stock of the Corporation entitled to vote, and the holders of a majority of the votes cast shall decide all questions brought before such meeting. Where a matter requires a vote, by class or by series, of the stockholders of the Corporation, the presence, in person or by proxy, of the holders of a one-third of the issued and outstanding shares of

each class or series of stock, as the case may be, shall be necessary to constitute a quorum, except as otherwise provided by law or by the Certificate of Incorporation or by the market, if any, on which the Corporation's securities are listed. Once a quorum is present to organize a meeting, it shall not be broken by the subsequent withdrawal of any stockholders.

Section 6. ADJOURNMENTS. When any meeting is convened, the presiding officer may adjourn the meeting if (i) no quorum is present for the transaction of business, (ii) the Board of Directors determines that adjournment is necessary or appropriate to enable the stockholders to consider fully information which the Board of Directors determines has not been made sufficiently or timely available to stockholders, or (iii) the Board of Directors determines that adjournment is otherwise in the best interests of the Corporation. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time, place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxy holders 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. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 7. VOTING AND PROXIES. Unless otherwise provided in the Certificate of Incorporation or applicable law, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder. Each stockholder entitled to vote at a meeting of stockholders or to express consent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy in any manner provided under Section 212(c) of the DGCL or as otherwise provided under applicable law, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

Section 8. REMOTE COMMUNICATION. If authorized by the Board in its sole discretion, and subject to such guidelines and procedures as the Board may adopt, stockholders and proxy holders 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.

SECTION 9. INSPECTORS OF ELECTION. The Corporation shall, in advance of any meeting of stockholders, appoint one or more inspectors to act at the meeting and make a written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the presiding officer shall appoint one or more inspectors to act at the meeting. Any inspector may, but need not, be an officer, employee or agent of the Corporation. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall perform such duties as are required by the DGCL. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of the duties of the inspectors. The presiding officer may review all determinations made by the inspectors, and in so doing the presiding officer shall be entitled to exercise his or her sole judgment and discretion and he or she shall not be bound by any determinations made by the inspectors. All determinations by the inspectors and, if applicable, the presiding officer, shall be subject to further review by any court of competent jurisdiction.

SECTION 10. CHAIRMAN AND SECRETARY OF MEETINGS. The Chairman of the Board of Directors, if one is elected, or, in his or her absence or disability, the Chief Executive Officer of the Corporation, or in the absence of the Chairman of the Board of Directors and the Chief Executive Officer, a person designated by the Board of Directors shall be the chairman of the meeting and, as such, preside at all meetings of the stockholders. The chairman of the meeting shall have the power to adjourn and/or recess any meeting of stockholders. The Secretary of the Corporation shall act as Secretary at all meetings of the stockholders. In the absence or disability of the Secretary, the Chairman of the Board of Directors, the Chief Executive Officer or the chairman of the meeting shall appoint a person to act as secretary of a meeting of stockholders.

### **ARTICLE III BOARD OF DIRECTORS**

Section 1. GENERAL POWERS, QUALIFICATION AND NUMBER. A Director need not be a stockholder, a citizen of the United States, or a resident of the State of Delaware. The property, affairs and business of the Corporation shall be managed by or under the direction of the Board. The Board of Directors may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not by the DGCL or the Certificate of Incorporation directed or required to be exercised or done by the stockholders. The Board shall elect a Chairman of the Board, who shall have the powers and perform such duties as provided in these Bylaws and as the Board may from time to time prescribe. Upon the adoption of these Bylaws, the number of Directors constituting the entire Board shall be five (5) Directors, one (1) of which may be elected after the date of adoption of these Bylaws in the manner called for in Section 5 hereof. At least two (2) of the Directors, to be qualified, must meet the independence criteria referred to in Section 2 of this Article III. Thereafter, subject to any provisions in the Certificate of Incorporation and subject to the requirement that at least two Directors, to be qualified, must meet the independence criteria referred to in Section 2 of this Article III, the number of Directors constituting the entire Board may be changed by a resolution of the Board or of the stockholders.

Section 2. INDEPENDENCE CRITERIA. An independent Director is a Director who meets the independence criteria adopted or accepted on the market, if any, on which the shares of the Corporation are listed, including criteria referred to in Annex II to the European Commission recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board.

Section 3. ELECTION AND TERM OF OFFICE. The Directors shall be elected at the annual meeting of stockholders. Each Director shall hold office until the next annual meeting of the stockholders or until his or her successor shall have been duly elected and shall have qualified or until his or her earlier resignation or removal. Unless otherwise provided in the Certificate of Incorporation, elections of Directors need not be by written ballot.

Section 4. REMOVAL AND RESIGNATION. Directors of the Corporation may be removed in the manner provided in the Certificate of Incorporation and applicable law. Any director may resign at any time upon notice given in writing or by electronic transmission to the Board or the Chairman of the Board. The resignation shall take effect at the time specified therein, and if no time is specified, at the time of its receipt. The acceptance of a resignation shall not be necessary to make it effective unless otherwise expressly provided in the resignation.

Section 5. VACANCIES. Vacancies in the Board resulting from death, resignation, removal, or other causes, and newly created Directorships resulting from an increase in the number of Directors, shall be filled in the manner specified in the Certificate of Incorporation, and the Directors so chosen shall hold office until their successors are duly elected and qualified.

Section 6. MAINTENANCE OF BOOKS AND CONDUCT OF BUSINESS. The Directors may hold meetings, have an office, and keep the books of the Corporation at such place or places as the Board may from time to time determine. At all meetings of the Board, business may be transacted in such order as the Board may determine.

Section 7. MEETINGS.

(a) Annual Meetings. The Board shall meet for its annual meeting immediately after the adjournment of the annual meeting of stockholders for the purpose of electing officers and for the transaction of any other business that shall come before the meeting. Notice of the annual meeting of Directors shall not be required.

(b) Special Meetings. Special meetings of the Board shall be held whenever called by the Chairman or Vice-Chairman or by the President or a majority of the number of Directors then in office. The Secretary shall give notice to each Director of each special meeting by mail, by telephone, or by means of electronic transmission (including facsimile or electronic mail), or personally. Such notice shall be given at the address of such Director as it appears on the books of the Corporation. If given by mail, such notice shall be given at least ten (10) days before the meeting. If given by telephone or by means of electronic transmission, or personally, such notice shall be given at least two (2) days before the meeting. Notice by mail shall be deemed to be given when the same is deposited in the United States mail, postage prepaid. The notice need not state the purpose of the meeting unless otherwise required to do so by statute or by the Certificate of Incorporation. A written waiver of notice signed before or after a meeting by a Director or waiver by electronic transmission by such person, whether given before or after the time of the event for

which notice is to be given, and filed with the records of the meeting shall be deemed to be equivalent to notice of the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because such meeting is not lawfully called or convened. Except as otherwise required by law, by the Certificate of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

(c) Conduct. The Chairman of the Board shall preside at all meetings of the Board at which he or she is present. If the Chairman of the Board is not present at a meeting of the Board of Directors, the Vice-Chairman (if any) shall preside at such meeting, and if the Vice-Chairman is not present at such meeting, the President (if the President is a director) shall preside at such meeting, and, if the President is not present at such meeting or is not a director, a majority of the directors present at such meeting shall elect one of their members to preside.

Section 8. QUORUM. A majority of the Directors at the time in office shall constitute a quorum for the transaction of business and the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be necessary for the transaction of business, except as may otherwise be required by statute, or by the Certificate of Incorporation or by some other provision of these Bylaws. A majority of those present at any annual or special meeting, although less than a quorum, may adjourn the same from time to time, without notice, until a quorum be had. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 9. ACTION WITHOUT MEETING. Any action which may be authorized or taken at a meeting of the Board or a committee thereof may be authorized or taken without a meeting if all the members of the Board or committee, as the case may be, consent thereto in a writing or electronic transmission. After an action is taken, the consent or consents relating thereto (or electronic transmission or transmissions) shall be filed with the minutes of the proceedings of the Board or such committee.

Section 10. REMOTE MEETINGS. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 11. PLACE OF MEETINGS. The Board may hold its meetings at such place or places within or without the State of Delaware as the Board may from time to time by resolution determine or as shall be designated in the respective notices or waivers of notice thereof.

Section 12. COMPENSATION. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board shall have the authority to fix the compensation of Directors. The Board may also, in its discretion, provide that the Corporation shall reimburse each Director or member of a committee for any expenses incurred by him or her on account of his or her attendance at any such meeting. Nothing contained in this section shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 13. RELIANCE ON BOOKS AND RECORDS. A member of the Board, or a member of any committee designated by the Board shall, in the performance of such person's duties, be fully protected in relying in good faith upon records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board, or by any other person as to matters the 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.

#### **ARTICLE IV COMMITTEES**

Section 1. GENERAL. The Board may designate one or more committees of the Board, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following: (i) approving or adopting, or recommending to the stockholders, any action or matter (other than the election or removal of directors) expressly required by this chapter to be submitted to stockholders for approval; or (ii) adopting, amending or repealing any Bylaw of the Corporation.

Section 2. AUDIT COMMITTEE. The Board designates the Audit Committee responsible for supervising the Corporation's financial matters and monitoring the implementation and maintenance of internal control, risk management compliance and internal audit systems in the Corporation. The Audit Committee consists of at least 3 Directors, at least majority of whom meets the independence criteria referred to in Section 2 of Article III above. At least one member of the Audit Committee shall have qualifications in accounting and finance and at least one member of the Audit Committee shall have appropriate expertise in the industry the Corporation operates. The President of the Audit Committee shall be a Director who meets the independence criteria referred to in Section 2 of Article III. The organization and operating policies of the Audit Committee shall be governed by the rules of procedure of the Audit Committee, as adopted by the Board of Directors.

Section 3. REMUNERATION AND NOMINATION COMMITTEE. The Board may designate the Remuneration and Nomination Committee responsible for supervising the work and activities of the Board regarding the Corporation's remuneration policy as well as to support the work and activities of the Board in decision making by the Corporation in the process of appointment and/or removal of its directors. The Remuneration and Nomination Committee consists of at least 3 Directors, at least majority of whom meets the independence criteria referred to in Section 2 of Article III above.

## **ARTICLE V OFFICERS**

Section 1. NUMBER. The officers of the Corporation shall be a President and a Secretary. The Corporation may also have a Chairman of the Board, a Vice-Chairman of the Board, one or more Vice Presidents, a Treasurer and such other officers and assistant officers as the Board shall from time to time determine. Except as may be otherwise provided by law, any of the aforesaid offices may be held by the same person. No officer shall be ineligible to receive a regular salary, commission, or compensation by reason of being a Director of the Corporation.

Section 2. ELECTION AND REMOVAL OF OFFICERS. The Directors shall elect and may remove at their pleasure the officers of the Corporation and may appoint or employ such agents and employees as they deem advisable and remove the same at pleasure. Each officer elected by the Board shall hold office for such terms as shall be determined by the Board and until his or her successor is elected and qualified, or until his or her earlier death, resignation, removal or disqualification. The Directors shall have the authority from time to time fix the salaries and rates of compensation of all officers of the Corporation.

Section 3. VACANCIES AND RESIGNATIONS. A vacancy in any office may be filled in the same manner as provided for election or appointment to such office. Written notice of the resignation of an officer shall be given to the President or the Secretary of the Corporation, or to the Board at a meeting of the Board, and such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, it shall take effect when accepted by action of the Board. Except as aforesaid, the acceptance of such resignation shall not be necessary to make it effective. Any officer elected by the Board may be removed from office with or without cause by vote of a majority of the Directors, or, in the case of appointed officers, by any elected officer upon whom such power of removal shall have been conferred by the Board.

## **ARTICLE VI POWERS AND DUTIES OF OFFICERS**

Section 1. THE CHAIRMAN OF THE BOARD. The Chairman of the Board, if one is elected, shall preside at all meetings of the stockholders and of the Board and perform such other duties as the Board may assign.

Section 2. THE VICE-CHAIRMAN OF THE BOARD. The Vice-Chairman of the Board, if one is elected, shall, in the absence of the Chairman of the Board, preside at all meetings of the stockholders and of the Board and perform such other duties as the Board may assign.

Section 3. PRESIDENT. In the absence of the Chairman of the Board or Vice-Chairman, the President shall preside at all meetings of the stockholders and, if the President is a director, of the Board. He or she shall be chief executive officer, and, subject to the control of the Board, shall have general supervision, direction and control of the business and the officers of the Corporation. He or she shall have the general powers and duties of management usually vested in the office of the chief executive officer of a corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. If a Treasurer is not elected, the President shall also have the duties and fulfill the functions of the Treasurer.

Section 4. VICE PRESIDENT. Each Vice President that is elected shall perform such duties



as may from time to time be delegated to him or her by the Board, the Chairman, if one is elected, or the President.

Section 5. SECRETARY. The Secretary, or in such officer's absence, an Assistant Secretary, shall be ex-officio clerk of the Board and of any standing committee. The Secretary, or in such officer's absence, an Assistant Secretary, shall keep minutes of all meetings of the Board, the stockholders, and any standing committee, in books provided for that purpose. He or she, or in such officer's absence, an Assistant Secretary, shall attend to the giving and serving of all notices of meetings of stockholders and of Directors of the Corporation. He or she shall have charge of and affix the corporate seal to all instruments requiring such seal, and shall have charge of such books, records, and papers as the Board may direct, although such books, records and papers need not be kept in his or her custody. He or she shall, or in such officer's absence, an Assistant Secretary, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board. In the absence of the Secretary, any officer or Director may affix the seal of the Corporation to any instrument requiring such seal.

Section 6. TREASURER. The Treasurer, if one is elected, shall have supervision over the funds, securities, receipts, and disbursements of the Corporation. He or she shall cause all moneys and other valuables to be deposited in the name and to the credit of the Corporation in such depositories as may be directed by the Board. He or she shall disburse the funds of the Corporation and shall take proper vouchers for such disbursements. He or she shall render to the Chairman of the Board, if one is elected, the President, and to the Board, whenever requested, an account of the financial condition of the Corporation and of his or her transactions as Treasurer; and as soon as may be practicable after the close of each fiscal year, he or she shall make and submit to the Board a like report for each fiscal year. He or she shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board.

Section 7. CONTRACTS AND OTHER DOCUMENTS. The President and the Secretary, or such other officer or officers as may from time to time be authorized by the Board or any other committee given specific authority in the premises by the Board during the intervals between the meetings of the Board of Directors, shall have power to sign and execute on behalf of the Corporation deeds, conveyances and contracts, and any and all other documents requiring execution by the Corporation.

Section 8. OWNERSHIP OF SECURITIES OF ANOTHER ENTITY. Unless otherwise directed by the Board, the President, a Vice President, if one is elected, or the Secretary, or such other officer or agent as shall be authorized by the Board, shall have the power and authority, on behalf of the Corporation, to attend and to vote at any meeting of security holders of any entity in which the Corporation holds securities or equity interests and may exercise, on behalf of the Corporation, any and all of the rights and powers incident to the ownership of such securities or equity interests at any such meeting, including the authority to execute and deliver proxies and consents on behalf of the Corporation.

## **ARTICLE VII CAPITAL STOCK**

Section 1. CERTIFICATES; UNCERTIFICATED SHARES. Shares of stock of the Corporation shall be represented by certificates; provided that the Board may provide by resolution

that some or all of any or all classes or series of stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Every holder of stock represented by certificates shall be entitled to have a certificate signed by any two authorized officers of the Corporation representing the number of shares registered in certificate form. Each of the Chairman of the Board, Vice-Chairman of the Board, the President, any Vice President, the Treasurer, any Assistant Treasurer, and the Secretary or an Assistant Secretary shall be deemed to be authorized to sign any such certificate. The Corporation shall keep, at its principal executive office, or at the office of its transfer agent or registrar, if either be appointed and as determined by resolution of the Board, a stock ledger containing the Information required by the DGCL. The Board of Directors shall have the power to appoint one or more transfer agents and/or registrars for the transfer or registration of certificates of stock of any class, and may require stock certificates to be countersigned or registered by one or more of such transfer agents and/or registrars. The Corporation, at the direction of the Board, may adopt a system of issuance, recordation and transfer of its shares of stock by electronic or other means not involving the issuance of certificates, provided the use of such system by the Corporation is permitted in accordance with applicable law.

Section 2. LOST CERTIFICATES. Any person claiming a certificate of stock to be lost, stolen or destroyed shall make an affidavit or other proof of that fact satisfactory to the Corporation and may be required by the Corporation to give the Corporation a good and sufficient bond or indemnity in such form and amount as is satisfactory to the Board, whereupon a new certificate (or uncertificated shares) shall be issued in its place.

Section 4. TRANSFER OF STOCK. The shares of stock of the Corporation shall be transferable only on the books of the Corporation and subject to such regulations as may be made by the Board. No transfer shall affect the right of the Corporation to pay any dividend or make any distribution upon such stock or to treat the holder of record as the lawful owner thereof until such transfer is recorded on the books of the Corporation and a new certificate (or uncertificated shares) is issued to the person to whom it has been so transferred. The Corporation shall be entitled to treat the holder of record of any share or shares as the lawful 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 person other than such holder of record. Any restrictions on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

Section 5. RECORD DATES.

(A) In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is

given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.

(B) In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall not be more than sixty (60) days prior to such action. If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

(C) Unless otherwise restricted by the Certificate of Incorporation, in order that the Corporation may determine the stockholders entitled to express consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date for determining stockholders entitled to express consent to corporate action in writing without a meeting is fixed by the Board, (i) when no prior action of the Board is required by law, the record date for such purpose shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with applicable law, and (ii) if prior action by the Board is required by law, the record date for such purpose shall be at the close of business on the day on which the Board adopts the resolution taking such prior action.

## **ARTICLE VIII INDEMNIFICATION**

Section 1. THIRD PARTY ACTIONS. The Corporation shall indemnify, to the fullest extent permitted by the DGCL, as now or hereinafter in effect, any person who was or is a party, or is threatened to be made a party, or is otherwise involved in, as a witness or otherwise, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative third party action, by reason of the fact that such person was or is a Director, officer of the Corporation, or, while serving as a Director or officer of the Corporation, is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such third party action if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal third party proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any third party action by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the authorized representative did not act in good faith and in a manner which such person reasonably

believed to be in or not opposed to, the best interests of the Corporation, or, with respect to any criminal third party proceeding, had reasonable cause to believe that such conduct was unlawful.

Section 2. CORPORATE ACTIONS. The Corporation shall indemnify, to the fullest extent permitted by the DGCL, as now or hereinafter in effect, any person who was or is a party, or is threatened to be made a party, or is otherwise involved in, as a witness or otherwise, to any threatened, pending, or completed action or suit by or in the right of the Corporation, by reason of the fact that such person was or is a Director or officer of the Corporation, or, while serving as a Director or officer of the Corporation, is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such corporate action if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation; provided, however, that, except as provided in this Article VIII with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such person in connection with an action, suit or proceeding (or part thereof) initiated by such person only if the initiation of such action, suit or proceeding (or part thereof) was authorized by the Board; provided further, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such corporate proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such Director, officer, employee or agent of the Corporation is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 3. MANDATORY INDEMNIFICATION. To the extent that a current or former Director or officer of the Corporation has been successful on the merits or otherwise in defense of any third party or corporate action described in Section 1 or 2 above or in defense of any claim as, issue or matter in such action, such person shall be indemnified against all expenses actually and reasonably incurred by such person in connection therewith. For purposes of this Section 3 and without limitation, the termination of any claim, issue or matter in such a proceeding by dismissal, with or without prejudice, shall be deemed to be a successful result as to such claim, issue or matter.

Section 4. DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION. Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer seeking indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 or 2 of this Article. Such determination shall be made:

- (a) by a majority vote of the Directors who are not parties to such action, suit or proceeding even though less than a quorum, or
- (b) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or
- (c) if there are no such Directors, or if no Directors so direct, by independent legal counsel in a written opinion, or

(d) by the stockholders.

Section 5. ADVANCING EXPENSES. Expenses (including attorneys' fees) actually and reasonably incurred in defending any proceeding identified in Section 1 or 2 of this Article shall be paid on behalf of a current or former Director or officer by the Corporation in advance of the final disposition of such proceeding and after receipt by the Secretary of the Corporation of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified by the Corporation as authorized in this Article. The financial ability of any authorized representative to make a repayment contemplated by this section shall not be a prerequisite to the making of an advance.

Section 6. INSURANCE. The Corporation shall use its commercially reasonable efforts to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power or the obligation to indemnify such person against such liability under the provisions of this Article. Such insurance shall be obtained from financially sound and reputable insurer in amount and on terms and conditions that are in line with the industry standard and reasonably satisfactory to the Board.

Section 7. SCOPE OF ARTICLE. The indemnification of a Director, officer or other person and advancement of expenses thereto as authorized by the preceding provisions of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be Director or officer (or director, officer, employee or agent of another enterprise), and shall inure to the benefit of the heirs, executors and administrators of such a person. The Corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advancement of expenses, to the fullest extent not prohibited by the DGCL or other applicable law.

Section 8. RELIANCE ON PROVISIONS. Each person who shall act as a Director, officer, employee or agent of the Corporation shall be deemed to be doing so in reliance upon rights of indemnification provided by this Article. Any repeal or modification of the provisions of this Article VIII by the stockholders of the Corporation shall not adversely affect any right or benefit of a Director, officer, employee or agent existing at the time of such repeal or modification.

Section 9. SEVERABILITY. If this Article VIII or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director, officer, employee or agent of the Corporation as to expenses, judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including, without limitation, a grand jury proceeding and an action, suit or proceeding by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article VIII that shall not have been invalidated, by the DGCL or by any other applicable law.

Section 10. LIMITATION ON INDEMNIFICATION. Notwithstanding the foregoing, the Corporation shall not be obligated to indemnify any person pursuant to this Article VIII in connection with any proceeding (or any part of any proceeding):

- (a) for which payment has actually been made to and received by or on behalf of such person under any statute, insurance policy, indemnity provision, vote or otherwise, except with respect to any excess beyond the amount paid;
- (b) initiated by such person, including any proceeding (or any part of any proceeding) initiated by such person against the Corporation, any legal entity which it controls, any director or officer thereof or any third party, unless (i) the Board of Directors has consented to the initiation of such proceeding or part thereof, (ii) the Corporation provides the indemnification, in its sole discretion, pursuant to the powers vested in the Corporation under applicable law (provided, however, that this Section 10(b) shall not apply to counterclaims or affirmative defenses asserted by such person in an action brought against such person), or (iii) otherwise required by applicable law; or
- (c) if prohibited by applicable law; provided, however, that if any provision or provisions of this Article VIII shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (i) the validity, legality and enforceability of the remaining provisions of this Article VIII (including, without limitation, each portion of any paragraph or clause containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (ii) to the fullest extent possible, the provisions of this Article VIII (including, without limitation, each such portion of any paragraph or clause containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

#### **ARTICLE IX FISCAL YEAR**

The fiscal year of the Corporation shall be fixed by resolution of the Board.

#### **ARTICLE X DIVIDENDS**

The Board in its discretion from time to time may declare dividends out of the surplus of the Corporation, and, subject to the provisions of the Certificate of Incorporation and these Bylaws, may fix dates for the declaration and payment thereof. Dividends may be paid in cash, in property, or in shares of the Corporation's capital stock, subject to the provisions of the Certificate of Incorporation.

#### **ARTICLE XI WAIVER OF NOTICE**

Whenever any notice is required to be given under provisions of the DGCL or of the Certificate of Incorporation, or of these Bylaws, a written waiver thereof, or a waiver by electronic

transmission, given by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed the equivalent of notice.

## **ARTICLE XII AMENDMENTS**

Section 1. ALTERATION BY STOCKHOLDERS. Except as otherwise provided by the Certificate of Incorporation, these Bylaws may be altered, amended, added to, or repealed at any annual meeting of stockholders, or at any special meeting of stockholders called for that purpose, by the affirmative vote of a majority of the votes cast by shares of Stock of the Corporation entitled to vote, voting together as a single class.

Section 2. ALTERATION BY DIRECTORS. Unless otherwise provided by the Certificate of Incorporation, these Bylaws may be altered, amended, added to, or repealed by action of the Board at any meeting thereof. Any such alteration, amendment, addition or repeal so authorized by the Board, however, may be altered or replaced by the stockholders entitled to vote at any subsequent meeting.

\* \* \* \*

**CERTIFICATE OF ADOPTION OF BYLAWS  
OF  
HUUUGE, INC.**

The undersigned certifies that he or she is the duly elected, qualified and acting Secretary of HUUUGE, Inc., a Delaware corporation (the “**Company**”), and that the foregoing Third Amended and Restated Bylaws were adopted as the bylaws of the Company on February 5, 2021, by the Board of Directors of the Company.

The undersigned has executed this certificate as of February 5, 2021.

*Anton Gauffin*