

- Corporation;
- (vi) change the authorized number of directors of the Corporation;
 - (vii) encumber all or substantially all of the Corporation's property or business or grant an exclusive license for all or substantially all of its intellectual property assets;
 - (viii) increase the shares of the Corporation's Common Stock reserved for issuance under the 2004 Stock Plan, as amended, or adopt any new equity incentive plan or arrangement of the Corporation;
 - (ix) increase or decrease (other than by redemption or conversion) the total number of authorized shares of Preferred Stock or Common Stock; or
 - (x) incur any indebtedness in excess of \$1,000,000 in the aggregate in any 12-month period, except for debt arising from the commercial bank loans, loans from institutional or other third-party lenders, equipment leases and similar arrangements approved by the Board of Directors.
- (b) **Series CC Preferred Stock Vote.** The Corporation shall not (directly or indirectly, by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the Required CC Holders:
- (i) adversely alter or change the rights, preferences or privileges of the Series CC-1 Preferred Stock or the Series CC-2 Preferred Stock; provided, however, that the creation of an additional series of Preferred Stock with rights, preferences or privileges on a parity with the Series CC-1 Preferred Stock or the Series CC-2 Preferred Stock in and of itself will not require this additional approval;
 - (ii) increase the authorized number of shares of Series CC-1 Preferred Stock or Series CC-2 Preferred Stock;
 - (iii) prior to the Milestone Period End Date (as defined in the Purchase Agreement) issue any equity security, including any security convertible into or exercisable for any equity security, other than those issued pursuant to the Purchase Agreement and Exempted Securities;
 - (iv) prior to the date that is the later of (A) the Milestone Period End Date and (B) if at least an aggregate of \$17,500,000 of Series CC-1 Preferred Stock and/or Series CC-2 Preferred Stock are sold in Elective Closings and/or the Milestone Closing prior to the Milestone Period End Date, December 31, 2013 (such date, the "Series CC Additional Vote Date"), authorize or issue, or obligate itself to issue, any other equity security (other than those issued pursuant to the Purchase Agreement) convertible into or exercisable for any equity security, having a preference over the Series CC-1 Preferred Stock or Series CC-2 Preferred Stock with respect to voting (other than the pari passu voting rights of Common Stock), dividends, redemption, conversion or upon liquidation;

(v) prior to the Series CC Additional Vote Date, authorize any public offering with a public offering price reflecting a fully-diluted, pre-money valuation (assuming full conversion and exercise of all convertible or exercisable securities and including all reserved but unissued shares under the Equity Compensation Plans) of the Corporation of less than \$300,000,000;

(vi) prior to the Series CC Additional Vote Date, authorize any Liquidation Transaction with a sale price reflecting a fully-diluted, pre-money valuation of the Corporation of less than \$300,000,000; or

(v) prior to the Series CC Additional Vote Date, increase the shares of the Corporation's Common Stock reserved for issuance under the 2004 Stock Plan, as amended, or adopt any new equity incentive plan or arrangement of the Corporation.

(c) **Series BB Preferred Stock Vote.** The Corporation shall not (directly or indirectly, by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least 55% of the then outstanding shares of Series BB Preferred Stock, voting together as a separate series, adversely alter or change the rights, preferences or privileges of the Series BB Preferred Stock; provided, however, that the creation of an additional series of Preferred Stock with rights, preferences or privileges on a parity with the Series BB Preferred Stock in and of itself will not require this additional approval.

(d) **Series AA Preferred Stock Vote.** The Corporation shall not (directly or indirectly, by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least 66 2/3% of the then outstanding shares of Series AA Preferred Stock, voting together as a separate series, adversely alter or change the rights, preferences or privileges of the Series AA Preferred Stock in a manner differently than any other series of Preferred Stock; provided, however, that the creation of an additional series of Preferred Stock with rights, preferences or privileges on a parity with or senior to the Series BB Preferred Stock in and of itself will not require this additional approval.

7. **Status of Redeemed or Converted Stock.** In the event any shares of Preferred Stock shall be redeemed or converted pursuant to Sections 3 or 4 hereof, the shares so redeemed or converted shall be cancelled and shall not be issuable by the Corporation. This Restated Certificate shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

(C) **Common Stock.**

1. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. **Liquidation Rights.** Upon the liquidation, dissolution or winding up of the Corporation, or the occurrence of a Liquidation Transaction, the assets of the Corporation shall be distributed as provided in Section 2 of Article IV(B).

3. **Redemption.** The Common Stock is not redeemable; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares at no greater than cost upon the occurrence of certain events, such as the termination of employment, or through the exercise of any right of first refusal.

4. **Voting Rights.** Each holder of Common Stock shall have the right to one vote per share of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. Subject to the appropriate vote of the Preferred Stock under Section 6(b) of Article IV(B), the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

(D) **Notices.**

1. **Manner of Notices.** Any notice required by the provisions of this Restated Certificate to be given to stockholders shall be deemed given, subject to the additional provisions outlined below, (i) if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation, or (ii) if given by electronic communication in compliance with the provisions of the DGCL, and if applicable, any contractual agreement between the Corporation and a stockholder regarding electronic communications for any notice required by the provisions of this Restated Certificate. Notwithstanding the other provisions of this Restated Certificate, all notice periods or notice requirements in this Restated Certificate may be shortened or waived, either before or after the action for which notice is required, (a) with respect to notice rights of the Preferred Stock as a class, upon the written consent of the Required PS Holders, (b) with respect to notice rights of a specific series of the Preferred Stock, upon the written consent or vote of the holders of such series of Preferred Stock that are entitled to such notice rights as follows: of at least 66 2/3% of the outstanding shares of Series AA Preferred Stock, of at least 55% of the outstanding shares of Series BB Preferred Stock, or of the Required CC Holders, as applicable, and (c) with respect to all other notice rights of the capital stock, upon the written consent of the holders of at least a majority of the outstanding shares of capital stock of the Corporation, voting together as a single class on an as-converted to Common Stock basis; provided however that with respect to a Liquidation Transaction, all notice periods or notice requirements of the Preferred Stock may be shortened or waived, either before or after the action for which notice is required, upon the written consent of the Required PS Holders.

2. **Notices of Liquidation Transaction.** The Corporation shall give each holder of record of Preferred Stock written notice of any impending Liquidation Transaction not later than 10 days before the stockholders' meeting (if any) called to approve such Liquidation Transaction, or 10 days before the closing of such Liquidation Transaction, whichever is earlier, and shall also notify such holders in writing of the final approval (if any) and closing of such Liquidation Transaction. The first of such notices shall describe the material terms and conditions of the impending Liquidation Transaction and the provisions of Section 2 of Article IV(B) and the Corporation shall thereafter give such holders prompt notice of any material changes. Unless such notice requirements are waived, the Liquidation Transaction shall not take place sooner than 10 days after the Corporation has given the first notice provided for herein or sooner than 10 days after the Corporation has given notice of any material changes provided for herein.

3. **Notices of Record Date.** In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of each affected class, at least 10 days before the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

ARTICLE V

The Board of Directors is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

(A) To the fullest extent permitted by the DGCL, 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 DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article VI 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 DGCL as so amended.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served

at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision."

* * *

The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law.

Executed at Palo Alto, California, on November 13, 2013.

A handwritten signature in dark ink, appearing to read "D. Levison", is written over a horizontal line.

David Levison, President and Chief
Executive Officer