FOURTH RESTATED BY-LAWS
OF
AUTOLIV, INC.
(hereinafter called the "Corporation")

ARTICLE I
OFFICES

Section 1. Registered Office. The registered office of the Corporation shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 2. Other Offices. The Corporation may also have offices at such other places both within and without the State of Delaware as the board of directors of the Corporation (the "Board of Directors") may from time to time determine. The books and records of the Corporation may be kept outside the State of Delaware at such place or places as may from time to time be designated by the Board of Directors.

ARTICLE II
STOCKHOLDERS

Section 1. Place of Meetings. Meetings of the stockholders for the election of directors or for any other purpose shall be held at such time and place, either within or without the State of Delaware, or solely by means of remote communication as authorized by the Board of Directors, as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meetings. The annual meetings of stockholders shall be held on such date and at such times as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which meetings the stockholders shall elect directors to the Board of Directors and transact such other business as may properly be brought before the meeting. Unless otherwise provided by law, the Restated Certificate of Incorporation or these By-Laws, notice of the annual meeting stating the place, date and hour of the meeting, 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 meeting and the record date for determining the stockholders entitled to vote at the meeting shall be given to each stockholder entitled to vote at such meeting not later than 10 days, and not earlier than 60 days, before the date of the meeting.

Section 3. Special Meetings. Special meetings of stockholders may be called at any time, for any purpose or purposes, only by the Board of Directors pursuant to a resolution adopted by a majority of the number of directors that the Corporation would have if there were no vacancies (the "Whole Board"). Unless otherwise provided by law, the Restated Certificate of Incorporation or these By-Laws, notice of a special meeting stating the place, date and hour of the meeting, 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 meeting, the record date for determining the stockholders entitled to vote at the meeting and the purpose or purposes for which the meeting is called shall be given to each stockholder entitled to vote at such meeting not later than 10 days, and not earlier than 60 days, before the date of the meeting. At any special meeting of the stockholders, only such business shall be conducted as shall have been brought before the meeting by or at the direction of the Board of Directors and as stated in the notice of meeting.

Section 4. Quorum and Adjournment. (a) Except as otherwise provided by law or by the Restated Certificate of Incorporation, the holders of a majority in voting power of the capital stock of the Corporation issued and outstanding and entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except that when a separate vote by a class or series of stock is required, the holders of a majority of the outstanding shares of such class or series shall constitute a quorum entitled to take action with respect to that separate vote. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the person presiding over the meeting of stockholders or

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the stockholders entitled to vote thereat, present in person or represented by proxy, shall, by a majority in voting power thereof, have the power to adjourn the meeting from time to time in accordance with Article II, Section 4(b).

(b) Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. 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 entitled to vote at the meeting. The person presiding over the meeting of stockholders or a majority of the shares so represented may adjourn the meeting from time to time, whether or not there is such a quorum. The stockholders present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Section 5. Notice of Stockholder Business. At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors or any committee thereof, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors or any committee thereof or (c) otherwise properly brought before the meeting by a stockholder of the Corporation who was a stockholder of record of the Corporation at the time the notice provided for in this Article II, Section 5 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Article II, Section 5. For business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of the first sentence of this Article II, Section 5, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and such business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice must be delivered to or mailed and received by the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the 90th day, nor earlier than the close of business on the 120th day, prior to the first anniversary of the previous year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the 120th day prior to such meeting and not later than the close of business on the later of (i) the 90th day prior to such meeting or (ii) the fifth day after public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting, the text of the proposed business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend these By-Laws, the language of the proposed amendment), and the reasons for conducting such business at the annual meeting, (b) a representation that the stockholder is a holder of record of shares of the Corporation entitled to vote at the annual meeting and intends to appear in person or by proxy at the meeting to propose such business, (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made: (i) the name and record address of the stockholder proposing such business and the name and address of such beneficial owner, (ii) a list of the class or series and number of shares of capital stock of the Corporation which are owned beneficially and of record by the stockholder and such beneficial owner, if any, as of the date of the stockholder's notice, and a representation that the stockholder will notify the Corporation in writing of the class or series and number of such shares of capital stock of the Corporation owned of record and beneficially as of the record date for the meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed, (iii) any material interest of the stockholder and the beneficial owner, if any, on whose behalf the proposal is made, in such business, (iv) a description (including the names of any counterparties) of any agreement, arrangement or understanding with respect to such business between or among the stockholder or beneficial owner and any of its affiliates or associates, and any others acting in concert with any of the foregoing, and a representation that the stockholder will notify the Corporation in writing of any such agreement, arrangement or understanding in effect as of the record date for the meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed, and (v) a description (including the names of any counterparties) of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions,

and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, the stockholder or beneficial owner or any of its affiliates or associates, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of the stockholder or beneficial owner or any of its affiliates or associates with respect to shares of stock of the Corporation, and a representation that the stockholder will notify the Corporation in writing of any such agreement, arrangement or understanding in effect as of the record date for the meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed, (d) whether either such stockholder or beneficial owner, alone or as part of a group, intends to solicit or participate in the solicitation of proxies from the holders of at least the percentage of the Corporation's outstanding shares required to approve the proposal and/or otherwise to solicit proxies from stockholders in support of the proposal, including, if applicable, whether such stockholder or beneficial owner intends to comply with Rule 14a-19 under the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and the rules and regulations promulgated thereunder with respect to any nominee and (e) any other information relating to such stockholder and beneficial owner, if any, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in an election contest pursuant to and in accordance with Section 14(a) Exchange Act. The foregoing notice requirements of this Article II, Section 5 shall be deemed satisfied by a stockholder with respect to business (other than nominations) if the stockholder has notified the Corporation of his, her or its intention to present a proposal at an annual meeting in compliance with Rule 14a-8 (or any successor thereof) of the Exchange Act, and such stockholder's proposal has been included in a proxy statement prepared by the Corporation to solicit proxies for such annual meeting.

Notwithstanding anything in these By-Laws to the contrary, no business shall be conducted at an annual meeting except in accordance with the procedures set forth in this Article II, Section 5. Except as otherwise provided by law, the person presiding over the annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the provisions of this Article II, Section 5, and if he or she should so determine, he or she shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Notwithstanding the foregoing provisions of this By-Law, a stockholder shall also comply with all applicable requirements of the Exchange Act, and the rules and regulations promulgated thereunder with respect to the matters set forth in this By-Law. Nothing in this By-Law shall be deemed to affect any rights (i) of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of preferred stock of the Corporation (the "Preferred Stock") to elect directors under specified circumstances.

Notwithstanding the foregoing provisions of this Article II, Section 5, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual meeting of stockholders to present the proposed business, such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Article II, Section 5 and Article II, Section 6, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

Section 6. Notice of Stockholder Nominees. Only persons who are nominated in accordance with the procedures set forth in this Article II, Section 6 shall be eligible for election as directors. Nominations of persons for election to the Board of Directors may be made at an annual meeting of stockholders only (a) pursuant to the Corporation's notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors or any committee thereof, (b) otherwise brought before the meeting by or at the direction of the Board of Directors or any committee thereof or (c) by any stockholder of the Corporation who was a stockholder of record of the Corporation at the time the notice provided for in this Article II, Section 6 is delivered to the Secretary of the Corporation, who is entitled to vote for the election of directors at the meeting and who complies with the notice procedures set forth in this Article II, Section 6. Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received by the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the 90th day, nor earlier than the

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close of business on the 120th day, prior to the first anniversary of the previous year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the 120th day prior to such meeting and not later than the close of business on the later of (i) the 90th day prior to such meeting or (ii) the fifth day after public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director: (i) the name, age, business address and residence address of such person, (ii) the principal occupation or employment of such person, (iii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially and of record by such person, (iv) whether and the extent to which any derivative instrument, swap, option, warrant, short interest, hedge or profit interest or other transaction has been entered into by or on behalf of such person, or any affiliates or associates of such person, with respect to the Corporation, (v) whether and the extent to which any other transaction, agreement, arrangement or understanding (including any short position or any borrowing or lending of shares of stock of the Corporation) has been made by or on behalf of such person, or any affiliates or associates of such person, the effect or intent of which is to mitigate loss to, or to manage risk or benefit of stock price changes for, such person, or any affiliates or associates of such person, or to increase or decrease the voting power or pecuniary or economic interest of such person, or any affiliates or associates of such person, with respect to stock of the Corporation, (vi) such person's signed consent to the running of a background check in accordance with the Corporation's policy for prospective directors, (vii) such person's agreement to provide any information requested by the Corporation or such background check provider that is reasonably required to run such background check, and (viii) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including, without limitation, such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected), and (b) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made: (i) the name and record address of the stockholder making such nomination and the name and address of such beneficial owner, (ii) a list of the class or series and number of shares of capital stock of the Corporation which are owned beneficially and of record by the stockholder and such beneficial owner, as of the date of the stockholder's notice, and a representation that the stockholder will notify the Corporation in writing of the class and number of such shares of capital stock of the Corporation owned of record and beneficially as of the record date for the meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed, (iii) any material interest of the stockholder and the beneficial owner, if any, on whose behalf the proposal is made, in such nomination, (iv) a description (including the names of any counterparties) of any agreement, arrangement or understanding with respect to such nomination between or among the stockholder or beneficial owner and any of its affiliates or associates and the nominee, and any others acting in concert with any of the foregoing, and a representation that the stockholder will notify the Corporation in writing of any such agreement, arrangement or understanding in effect as of the record date for the meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed, (v) a description (including the names of any counterparties) of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, the stockholder or beneficial owner or any of its affiliates or associates, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of the stockholder or beneficial owner or any of its affiliates or associates with respect to shares of stock of the Corporation, and a representation that the stockholder will notify the Corporation in writing of any such agreement, arrangement or understanding in effect as of the record date for the meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed, and (vi) a representation as to whether such stockholder intends to use Rule 14a-19 under the Exchange Act to solicit proxies in support of director nominees other than the Corporation's nominees and, if so, (x) a statement disclosing the name of each participant in such solicitation (as defined in Item 4 of Schedule 14A under the Exchange Act) and (y) a representation that such stockholder or other proponent person, if any, intends to deliver a proxy statement and form of proxy to holders of at least the percentage of the voting power of the Corporation's outstanding capital stock required under Rule 14a-19 under the Exchange Act, (c) whether either such stockholder or beneficial owner, alone or as part of a group, intends to solicit or participate in the solicitation of proxies from the holders of at least the percentage of the Corporation's

outstanding shares required to elect such nominee and/or otherwise to solicit proxies from stockholders in support of the nominee, (d) a representation that the stockholder is a holder of record of shares of the Corporation entitled to vote at the annual meeting and intends to appear in person or by proxy at the meeting to propose such nomination and (e) any other information relating to such stockholder and beneficial owner, if any, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder. The Corporation may require any proposed nominee to furnish such other information as the Corporation may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

Notwithstanding anything to the contrary in this Article II, Section 6, in the event that the number of directors to be elected to the Board of Directors at the annual meeting is increased after the time period for which nominations would otherwise be due under this Article II, Section 6 and there is no public announcement by the Corporation naming the nominees for the additional directorships at least 70 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Article II, Section 6 shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the fifth day following the day on which such public announcement is first made by the Corporation. For purposes of this Article II, Section 5 and Article II, Section 6, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Article II, Section 6. Except as otherwise provided by law, the person presiding over the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by these By-Laws and, if he or she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded. Notwithstanding the foregoing provisions of this Article II, Section 6, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Article II, Section 6.

Notwithstanding the foregoing provisions of this Article II, Section 6, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual meeting to present a nomination, such nomination shall be disregarded, notwithstanding that proxies in respect of such vote may have been received by the Corporation.

Notwithstanding the foregoing provisions of this Article II Section 6, unless otherwise required by law, if any stockholder (i) provides notice of a proposed nomination for election to the Board of Directors pursuant to Rule 14a-19 under the Exchange Act and (ii) subsequently fails to comply with any requirements of Rule 14a-19 under the Exchange Act or any other rules or regulations thereunder (or fails to timely provide reasonable evidence sufficient to satisfy the Corporation that such stockholder has met the requirements of Rule 14a-19(a)(3) under the Exchange Act in accordance with the following sentence), then the nomination of each such proposed nominee shall be disregarded, notwithstanding that the nominee is included as a nominee in the Corporation's proxy statement, notice of meeting or other proxy materials for any annual meeting (or any supplement thereto) and notwithstanding that proxies or votes in respect of the election of such proposed nominees may have been received by the Corporation (which proxies and votes shall be disregarded). If any stockholder provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act, such stockholder shall deliver to the Corporation, no later than five business days prior to the applicable meeting, reasonable evidence that such stockholder has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act. In addition, any stockholder that provides notice of a proposed nomination for election to the Board of Directors pursuant to Rule 14a-19 under the Exchange Act shall notify the Secretary of the Corporation in writing within two business days of any change in such stockholder's intent to deliver a proxy statement and form of proxy to the holders of the percentage of the voting power of the outstanding capital stock of the Corporation required under Rule 14a-19 under the Exchange Act.

Any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved for the exclusive use by the Board of Directors.

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Section 7. Voting. Unless otherwise required by any applicable law, rules or regulations, the Restated Certificate of Incorporation or these By-Laws, all matters other than the election of directors brought before any meeting of stockholders at which a quorum is present shall, be decided by the affirmative vote of the holders of a majority in voting power of the shares of capital stock of the Corporation represented and entitled to vote at the meeting. Directors shall be elected by a plurality of the votes cast by shares of capital stock of the Corporation entitled to vote in the election at a meeting of stockholders at which a quorum is present. Except as otherwise provided by or pursuant to the provisions of the Restated Certificate of Incorporation including as set forth in any Preferred Stock Designation (as defined in Article FOURTH of the Restated Certificate of Incorporation), each stockholder entitled to vote at any meeting of stockholders shall be entitled to cast one vote for each share of the capital stock of the Corporation held by such stockholder which has voting power upon the matter in question. Such votes may be cast in person or by proxy executed in writing or authorized by electronic transmission (in such manner prescribed by the General Corporation Law of the State of Delaware) but no proxy shall be voted on or after one year from its date. The Board of Directors, in its discretion, or the person presiding over the meeting of stockholders, in his or her discretion, may require that any votes cast at such meeting shall be cast by written ballot.

Section 8. Consent of Stockholders in Lieu of Meeting. Any action required or permitted to be taken by the stockholders of the Corporation may only be effected at an annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by any such holders.

Section 9. Stock Ledger. Except as otherwise provided by law, the stock ledger of the Corporation shall consist of one or more records administered by or on behalf of the Corporation, which may be maintained through one or more electronic databases, and shall be the only evidence as to who are the stockholders entitled to examine the stock ledger or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

Section 10. Postponement. Any previously scheduled meeting of stockholders, whether annual or special, may be postponed, rescheduled or cancelled by resolution of the Board of Directors upon public notice given prior to the date previously scheduled for such meeting of stockholders.

Section 11. Conduct of Meetings. Meetings of stockholders shall be presided over by the Chairman of the Board of Directors or, in the absence of the Chairman of the Board of Directors, the Chief Executive Officer or, in the absence of the Chairman of the Board of Directors and the Chief Executive Officer, by the President, or, in the absence of all of the foregoing, by a person designated by the Board of Directors, or, in the absence of a person so designated by the Board of Directors, by a chairman chosen at the meeting by the holders of a majority in voting power of the stock entitled to vote thereat, present in person or represented by proxy. The date and time of the opening and closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting by the person presiding over the meeting. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the person presiding over any meeting of stockholders shall have the right and authority to convene and (for any or no reason) to recess and/or adjourn the meeting, to prescribe such rules, regulations and procedures, and to do all such acts as, in the judgment of such presiding person, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the presiding person of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at, or participation in, the meeting to stockholders entitled to vote at the meeting, their duly authorized and constituted proxies, or such other persons as the presiding person of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. The presiding person at any meeting of stockholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such presiding person should so determine, such presiding person shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board of Directors or the person presiding over the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

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ARTICLE III
DIRECTORS

Section 1. Number and Election of Directors; Term of Office. Subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, the number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Whole Board. To the extent practicable, the backgrounds and experiences of the director nominees shall reflect the global operations of the Corporation. All directors, other than those who may be elected by the holders of any series of Preferred Stock under specified circumstances, shall, be elected annually and shall serve until the next annual meeting of stockholders or until their earlier death, resignation, removal or disqualification. Any director may resign at any time upon giving notice in writing or by electronic transmission to the Secretary. Directors need not be stockholders.

Section 2. Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the stockholders and of the Board of Directors. The Chairman of the Board of Directors may hold such responsibilities with respect to the governance of the Corporation as from time to time may be assigned by the Board of Directors. The Chairman of the Board of Directors shall be elected from among the directors.

Section 3. Vacancies. Subject to the rights of the holders of any class or series of Preferred Stock, and unless the Board of Directors otherwise determines, vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors may be filled only by a majority vote of the directors then in office, even though less than a quorum of the Board of Directors, and any director so chosen shall hold office until such director's successor shall have been duly elected and qualified and, if the Board of Directors at such time is classified, until the next election of the class for which such director shall have been chosen. No decrease in the number of authorized directors constituting the Whole Board shall shorten the term of any incumbent director.

Section 4. Removal. Subject to the rights of the holders of any class or series of Preferred Stock, any director, or the entire Board of Directors, may be removed from office at any time, with or without cause, only by the affirmative vote of the holders of at least 80 percent of the voting power of all the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Section 5. Duties and Powers. The business of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Restated Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the stockholders.

Section 6. Meetings. The Board of Directors may hold meetings, both regular and special, either within or without the State of Delaware. Regular meetings of the Board of Directors may be held without notice at such time and at such place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, the Chief Executive Officer, the President, or a majority of the Board of Directors. Notice thereof stating the place, date and hour of the special meeting shall be given to each director, either (i) by mail, addressed to each director at their residence or usual place of business and received at least five days before the date on which such meeting is to be held, (ii) personally or by telephone and not later than 24 hours before the date on which such meeting is to be held or (iii) by electronic transmission, at least 24 hours before the date on which such meeting is to be held. A meeting may be held at any time without notice if all the directors are present or if those not present waive notice of the meeting in accordance with Article VI, Section 2. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, except for amendments to these By-Laws, as provided under Article IX, Section 1.

Section 7. Quorum. Except as may be otherwise specifically provided by law, the Restated Certificate of Incorporation or these By-Laws, at all meetings of the Board of Directors, a majority of the Whole Board shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting

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at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Actions of Board. Unless otherwise provided by the Restated Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all the members of the Board of Directors or committee thereof, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings (or electronic transmission or transmissions) are filed with the minutes of proceedings of the Board of Directors or committee thereof, as the case may be, in accordance with applicable law.

Section 9. Meetings by Means of Conference Telephone. Unless otherwise provided by the Restated Certificate of Incorporation or these By-Laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a conference by telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Article III, Section 9 shall constitute presence in person at such meeting.

Section 10. Committees. The Board of Directors may designate one or more committees, each such committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of a member of any such committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or members of such committee 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 of Directors to act at the committee meeting in the place of any absent or disqualified member. Such committees to the extent allowed by law and provided in the resolution establishing such committees, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. Each committee shall keep regular minutes and report to the Board of Directors when required. A majority of the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. Notice of such meetings shall be given to each member of the committee in the manner provided in Article III, Section 6. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of or to dissolve any such committee. Nothing herein shall be deemed to prevent the Board of Directors from appointing one or more other committees consisting in whole or in part of persons who are not directors of the Corporation; provided, however, that no such committee shall or may exercise any authority of the Board of Directors.

Section 11. Records. The Board of Directors shall cause to be kept a record containing the minutes of the proceedings of the meetings of the Board of Directors and of the stockholders, appropriate stock books and registers and such books of records, electronic records, and accounts as may be necessary for the proper conduct of the business of the Corporation.

ARTICLE IV
OFFICERS

Section 1. General. The officers of the Corporation shall be a Chief Executive Officer, a Chief Financial Officer, a Secretary and may include such other officers (including, without limitation, a President, Chief Operating Officer and a Treasurer) as the Board of Directors may from time to time deem proper, each of whom shall be elected by the Board of Directors; provided, however, the Board of Directors may grant to the Chief Executive Officer the power and authority to appoint the Chief Financial Officer and the Secretary as well as any President, Chief Operating Officer and Treasurer. The Board of Directors, in its discretion, may also choose one or more Division Presidents, Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other officers as the Board of Directors determines are necessary or desirable. All officers elected by the Board of Directors or the Chief Executive Officer, as the case may be, shall each have such powers and duties as generally pertain to their respective offices, subject to the specific provisions of this Article IV. Such officers shall also have such powers and duties as

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from time to time may be conferred by the Board of Directors (or by any committee thereof) or the Chief Executive Officer. The Board of Directors or any committee thereof, may from time to time elect, or the Chief Executive Officer or the President may appoint, such other officers (including one or more Division Presidents, Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers and Assistant Controllers) and such agents, as may be necessary or desirable for the conduct of the business of the Corporation. Such other officers and agents shall have such duties and shall hold their offices for such terms as shall be provided in these By-Laws or as may be prescribed by the Board of Directors or such committee or by the Chief Executive Officer or the President, as the case may be. Any number of offices may be held by the same person, unless otherwise prohibited by law, the Restated Certificate of Incorporation or these By-Laws. The officers of the Corporation need not be stockholders of the Corporation nor need such officers be directors of the Corporation.

Section 2. Election, Removal. The Board of Directors at its first meeting held after each annual meeting of stockholders shall elect the officers of the Corporation who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors; and all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. Any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the Whole Board. Any officer or agent that may be appointed by the Chief Executive Officer or the President may be removed, with or without cause, by the Chief Executive Officer or the President whenever, in their judgment, the best interests of the Corporation would be served thereby. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors. Any vacancy for any reason in an office that may be appointed by the Chief Executive Officer or the President may be filled by the Chief Executive Officer or the President.

Section 3. Voting Securities Owned by the Corporation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Corporation may be executed in the name of and on behalf of the Corporation by the Chief Executive Officer, the President, or any Vice President and any such officer may, in the name of and on behalf of the Corporation, take all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any entity in which the Corporation may own securities and at any such meeting shall possess and may exercise any and all rights and power incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

Section 4. Chief Executive Officer. The Chief Executive Officer shall, subject to the control of the Board of Directors, have general supervision and control over the business of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall perform all duties incident to the office of chief executive. In the absence or disability of the Chairman of the Board of Directors, the Chief Executive Officer shall preside at all meetings of the stockholders. He or she may sign any contracts, certificates and other instruments on behalf of the Corporation to the extent authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. The Chief Executive Officer shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him or her by these By-Laws or the Board of Directors.

Section 5. Chief Operating Officer. The Chief Operating Officer (if any) shall have such responsibilities as may be assigned to him or her by the Chief Executive Officer.

Section 6. President. The President (if any) shall possess the same power as the Chief Executive Officer to sign all contracts, certificates and other instruments of the Corporation to the extent authorized by the Board of Directors or the Chief Executive Officer. During the absence or disability of the Chief Executive Officer, the President shall exercise all the powers and discharge all the duties of the Chief Executive Officer to the extent authorized to do so by the Board of Directors or the Chief Executive Officer. In the absence or disability of the Chairman of the Board of Directors or the Chief Executive Officer, the President shall preside at all meetings of the stockholders. The President shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him or her by these By-Laws, the Board of Directors or the Chief Executive Officer.

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Section 7. Division Presidents. A Division President (if any) shall have general supervision of the affairs and property of the division of the Corporation over which he or she is president and shall perform such other duties and have such powers as from time to time may be assigned to him or her by the Board of Directors, the Chief Executive Officer or by the officer to whom such Division President reports.

Section 8. Vice Presidents. At the request of the President or the Chief Executive Officer or in their absence or in the event of their inability or refusal to act, the Vice President (if any) or the Vice Presidents if there is more than one (in the order designated by the Board of Directors) shall, to the extent authorized to do so by the President or the Chief Executive Officer, perform the duties of the President or the Chief Executive Officer, as the case may be, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President or the Chief Executive Officer, as the case may be. Each Vice President shall perform such other duties and have such other powers as the Board of Directors from time to time may prescribe. If there be no Vice President, the Board of Directors shall designate the officer of the Corporation who, in the absence of the President or the Chief Executive Officer or in the event of the inability or refusal of the President or the Chief Executive Officer to act, shall perform the duties of the President or the Chief Executive Officer, as the case may be, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President or the Chief Executive Officer, as the case may be.

Section 9. Chief Financial Officer. The Chief Financial Officer shall act in an executive financial capacity. He or she shall assist the Chief Executive Officer and the President (if any) in the general supervision of the Corporation's financial policies and affairs.

Section 10. Secretary. The Secretary or, in the event the Board of Directors has not appointed a Secretary, the officer of the Corporation to whom the Board of Directors shall have assigned the duties described in this Article IV, Section 10, shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings thereat in an electronic record, book or books to be kept for that purpose; the Secretary shall also perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors, the Chief Executive Officer or the President, under whose supervision he or she shall be. If the Secretary shall be unable or shall refuse to cause to be given notice of all meetings of the stockholders and special meetings of the Board of Directors, and if there be no Assistant Secretary, then either the Board of Directors, the Chief Executive Officer or the President may choose another officer to cause such notice to be given. The Secretary shall have custody of the seal of the Corporation and the Secretary or any Assistant Secretary, if there be one, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary or by the signature of any such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature. The Secretary shall see that all books, reports, statements, certificates, electronic records and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be.

Section 11. Treasurer. The Treasurer (if any) shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in an electronic record, or books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall be responsible for effecting the properly authorized disbursements of funds of the Corporation, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer, the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all electronic records, books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

Section 12. Assistant Vice Presidents. Except as may be otherwise provided in these By-Laws, Assistant Vice Presidents, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the Chief Executive Officer, the President, or any Vice President.

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Section 13. Assistant Secretaries. Except as may be otherwise provided in these By-Laws, Assistant Secretaries, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the Chief Executive Officer, the President, any Vice President, if there be one, or the Secretary, if there be one, and in the absence of the Secretary or in the event of his or her disability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary.

Section 14. Assistant Treasurers. Assistant Treasurers, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the Chief Executive Officer, the President, any Vice President, if there be one, or the Treasurer, if there be one, and in the absence of the Treasurer or in the event of his or her disability or refusal to act, shall perform the duties of the Treasurer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer. If required by the Board of Directors, an Assistant Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Assistant Treasurer and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all electronic records, books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

Section 15. Other Officers. Such other officers as the Board of Directors, the Chief Executive Officer, or the President may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the Chief Executive Officer or the President. The Board of Directors, the Chief Executive Officer or the President may delegate to any other officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

ARTICLE V
STOCK

Section 1. Transfers. Stock of the Corporation shall be transferable in the manner prescribed by law and in these By-Laws, including, without limitation, through a "book-entry" system if so prescribed by the Board of Directors. Transfers of stock shall be made on the books and records of the Corporation only by the holder of record thereof or by such holder's attorney lawfully constituted in writing, or by such other means as may be permitted by applicable law, and, in the case of certificated shares, upon surrender of the certificate representing such shares, which shall be cancelled before a new certificate shall be issued, with such proof of the authenticity of the signature as the Corporation or its agents may require.

Section 2. Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or 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 of Directors may fix, in advance, a record date, which record date shall not precede the date upon which the resolutions fixing the record date is adopted by the Board of Directors, and which record date shall, unless otherwise required by law, not be more than 60 days nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. 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 of Directors may fix a new record date for the adjourned meeting. If no record date is fixed by the Board of Directors for a meeting of stockholders, 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. If no such record date is fixed related to any other action, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 3. Beneficial Owners. The Corporation shall be entitled to recognize the exclusive right of a person registered on its stock ledger or books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its stock ledger or books as the owner of shares, and

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shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

Section 4. Uncertificated Shares. The Board of Directors may, by resolution or resolutions, authorize the issuance of any shares of any of its classes or series as uncertificated shares. The authorization does not affect shares already represented by certificates until the certificates are surrendered to the Corporation. Within a reasonable time after the issuance or transfer of shares without certificates, the Corporation shall send the stockholder the written notice as required by Section 151(f) of the General Corporation Law of the State of Delaware.

ARTICLE VI
NOTICES

Section 1. Notices. Whenever notice is required by law, the Restated Certificate of Incorporation or these By-Laws, to be given to any director, member of a committee or stockholder, such notice may be given by mail, addressed to such director, member of a committee or stockholder, at his, her or its address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice may also be given personally or by any means of electronic transmission as defined in Section 232 of the General Corporation Law of the State of Delaware, including by posting on a website where permitted by applicable law.

Section 2. Waivers of Notice. Whenever any notice is required by law, the Restated Certificate of Incorporation or these By-Laws, to be given to any director, member of a committee or stockholder, (i) a waiver thereof in writing, signed, by the person or persons entitled to said notice, or (ii) a waiver by electronic transmission by such person, whether before or after the time stated therein, shall be deemed equivalent thereto. Neither the business nor the purpose of any meeting need be specified in such a waiver. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VII
GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the capital stock of the Corporation, subject to applicable law and the provisions of the Restated Certificate of Incorporation, if any, may be declared by the Board of Directors, and may be paid in cash, in property, or in shares of capital stock of the Corporation. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time, in its absolute discretion, deems proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for any proper purpose, and the Board of Directors may modify or abolish any such reserve. The Corporation shall make such arrangements as are necessary or appropriate to ensure that all dividends payable to holders of Swedish Depositary Receipts of the Corporation (the "Swedish Holders") are paid in Swedish kronor.

Section 2. Disbursements. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Fiscal Year. The fiscal year of the Corporation shall end on December 31st of each year.

Section 4. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

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Section 5. Swedish Depositary Receipts and Swedish Holders of Common Stock. The Corporation shall use reasonable efforts to maintain the listing and index membership of its Swedish Depositary Receipts in Sweden on the Nasdaq OMX, Stockholm to the extent permitted by applicable rules and regulations. The foregoing notwithstanding, the Corporation may resolve to list the shares of its common stock directly on the Nasdaq OMX, Stockholm. The Corporation shall use reasonable efforts to establish arrangements such that the Swedish Holders will have, to the extent permitted by any applicable laws, rules and regulations, the opportunity to exercise such rights with respect to the Corporation as would be exercisable by such Swedish Holders if they held shares of common stock of the Corporation directly.

Section 6. Stockholder Communications. All communications to stockholders shall be made available in both the English and Swedish languages, including, without limitation, financial statements and the annual and any semi-annual or quarterly reports of the Corporation.

ARTICLE VIII
INDEMNIFICATION

Section 1. Indemnification and Advancement of Expenses of Directors, Officers, Employees and Agents. The Corporation shall provide indemnification and advancement of expenses as set forth in Article EIGHTH of the Restated Certificate of Incorporation.

ARTICLE IX
AMENDMENTS

Section 1. Amendments. These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by the stockholders or by the Board of Directors, provided, however, that notice of such proposed alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting of stockholders or Board of Directors as the case may be. All such amendments must be approved by either the affirmative vote of the holders of a majority of the outstanding capital stock of the Corporation entitled to vote thereon and voting together as a single class, or by a majority of the Whole Board then in office.

ARTICLE X
FORUM

Section 1. Exclusive Forum for the Adjudication of Certain Disputes. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (the "Court of Chancery") (or, if the Court of Chancery determines that it lacks jurisdiction, the federal district court for the District of Delaware) shall, to the fullest extent permitted by the General Corporation Law of the State of Delaware, be the sole and exclusive forum for any and all internal corporate claims, including, but not limited to, (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim for or based on a breach of a fiduciary duty owed by any current or former director, officer, other employee, agent, or stockholder of the Corporation to the Corporation or the Corporation's stockholders, including a claim alleging the aiding and abetting of such a breach of fiduciary duty, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, the Restated Certificate of Incorporation or these By-Laws or as to which the General Corporation Law of the State of Delaware confers jurisdiction on the Court of Chancery, (iv) any action to interpret, apply, enforce, or determine the validity of the Restated Certificate of Incorporation or these By-Laws (v) any action asserting a claim governed by the internal affairs doctrine or (vi) any other action within the jurisdiction of the Court of Chancery, including any claims within the supplemental jurisdiction of the Court of Chancery. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of stock of the Corporation shall be deemed to have notice of, and have consented to, the provisions of this Section 1 of this Article X, and shall be deemed to have irrevocably and unconditionally agreed that the Court of Chancery shall be the sole and exclusive forum for the resolution of the foregoing disputes to the fullest extent permitted by the General Corporation Law of State of Delaware. If any action the subject matter of which is within

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the scope of this Section 1 of this Article X is filed in a court other than the Court of Chancery (or, if the Court of Chancery determines that it lacks jurisdiction, the federal district court for the District of Delaware) (a "Foreign Action") by or in the name of any stockholder of the Corporation, such stockholder shall be deemed to have notice of, and have consented to, (y) the exclusive personal jurisdiction of the Court of Chancery (or, if the Court of Chancery determines that it lacks jurisdiction, the federal district court for the District of Delaware) in connection with any action brought in any such court to enforce this Section 1 of this Article X and (z) having service of process made upon such stockholder in any such action by service upon such stockholder's counsel in the Foreign Action as agent for such stockholder. The existence of any prior consent to, or selection of, an alternative forum by the Corporation shall not act as a waiver of the Corporation's ongoing consent right as set forth in this Section 1 of this Article X with respect to any current or future actions or claims. Failure to enforce the foregoing provisions would cause the Corporation irreparable harm and the Corporation shall be entitled to equitable relief, including injunctive relief and specific performance, to enforce the foregoing provisions. Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States shall, to the fullest extent permitted by law, be the sole and exclusive forum for any action asserting a claim arising under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934.