[COMPANY NAME]

**(a Delaware Corporation)**

Meeting of the Board of Directors

**[REGISTERED ADDRESS]**

**[DATE]**

Pursuant to notice duly given to all directors of [COMPANY NAME], a Delaware corporation (the “**Company**”), a meeting of the Company’s Board of Directors (the “**Board**”) was held at the above date and place at 10:00 am. The following directors were present in person and constituted a quorum: [NAMES OF DIRECTORS]. [NAME OF SECRETARY] kept the minutes of the meeting.

**Allotment of Options**

It was discussed whether the allotment of an Option Pool for [NAMES OF OPTIONS RECIPIENTS] is authorized and approved for all purposes, including without limitation with respect to Section 144 of the Delaware General Corporation Law. After a general discussion, upon motion duly made and seconded, it was unanimously:

**RESOLVED:** That each person whose name is set forth on Exhibit A attached hereto is hereby granted an option (each an “Option” and collectively the “Options”) to purchase the number of shares of the Company’s Common Stock set forth opposite the name of such person on Exhibit A pursuant to the Company’s stock option plan set forth opposite the name of such person on Exhibit A.

**RESOLVED FURTHER:** That, unless otherwise set forth on Exhibit A, the exercise price for the Options shall be $[AMOUNT] per share (or 110% of such amount for Optionees that hold 10% or more of the outstanding capital stock of the Company), each of the Options shall have a 4-year term and be exercisable at the rate of 25% of the shares on the 12**-**month anniversary of the Vesting Commencement Date, which shall be the effective date of these resolutions (unless otherwise set forth on Exhibit A), and 1/48th of the shares shall vest and become exercisable on the last day of each month thereafter, for so long as the recipient of the Option remains an employee of or consultant to the Company.

**RESOLVED FURTHER:**  That each of the Options, unless otherwise indicated on Exhibit A or unless and to the extent limited by applicable law, shall be an Incentive Stock Option under Section 422 of the Internal Revenue Code of 1986, as amended.

**RESOLVED FURTHER:** That each Option shall be evidenced by, and subject to, the terms and conditions of the form of stock option agreement previously approved by the Board, as modified by any officer of the Company to give effect to any terms approved by the Board or to make any changes thereto that will not have a material adverse financial, legal, tax or accounting consequence to the Company or any of its affiliates.

**RESOLVED FURTHER:** That the grant of each Option shall be subject to compliance with all applicable laws, rules and regulations.

**Omnibus Resolution**

Upon motion duly made and seconded it was unanimously:

**RESOLVED:** That each of the officers of the Company is authorized and empowered to take such other actions and sign such other documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions.

**Adjournment**

There being no further business, the meeting was adjourned.

[SECRETARY NAME], Secretary of the Meeting

EXHIBIT A

STOCK OPTION GRANTS

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Name** | | **ISO Shares** | |  | | **Stock Plan & Vesting Schedule** | | **Vesting Commencement Date** | |
| [NAME] | | [NUMBER] | |  | | Stock Option Plan  25% shares vest on the 12-month anniversary of the Vesting Commencement Date and 1/48th of the shares vest on the last day of each month thereafter, subject to 100% single trigger acceleration. | | [DATE] | |