



# Initial Stockholder Consent (Stock Plan, Indemnification)

These documents may be subject to further jurisdictional requirements or implications and should be reviewed by counsel in the relevant jurisdiction before use.



**[COMPANY NAME]**

**ACTION BY WRITTEN CONSENT  
OF THE STOCKHOLDERS**

In accordance with Section 228 of the Delaware General Corporation Law and the bylaws of **[Company Name]**, a Delaware **[public benefit]** corporation (the “**Company**”), the undersigned, constituting the holders of the Company’s outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted, hereby take the following actions and adopt the following resolutions by written consent without a meeting:

***Adoption of [Year of Adoption] Equity Incentive Plan***

**RESOLVED**, the **[Year of Adoption]** Equity Incentive Plan (the “**Plan**”), in substantially the form attached as Exhibit A, is hereby adopted and **[Number]** shares of the Company’s common stock are hereby reserved for issuance in accordance with the Plan.

***Indemnification Agreement***

**RESOLVED**, the form of indemnification agreement, in substantially the form approved by the Board of Directors of the Company and attached as Exhibit B, is ratified and approved.

**RESOLVED FURTHER**, the Company is authorized to execute and deliver an indemnification agreement with each of its current and future directors and officers, with any such changes thereto as the officers, in consultation with legal counsel, may deem to be necessary or advisable to comply with applicable law.

*[Signature Page Follows]*

By executing this action by written consent, each undersigned stockholder is giving written consent with respect to all shares of the Company's capital stock held by such stockholder in favor of the above resolutions. This action may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one and the same action. This consent shall be effective upon the later of (a) immediately following the approval by the Board of Directors of the Company of the matters presented to the stockholders herein, if such approval is required, or (b) when the Company receives the requisite consent of the Company's stockholders; *provided, however*, that this consent shall be deemed revoked if it has not become effective within 60 days after the date that this consent is delivered to the Company, which is the date on which provision for the effectiveness of this consent is made.

**STOCKHOLDER:**

**[STOCKHOLDER NAME]**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

(if applicable)

Date: \_\_\_\_\_

By executing this action by written consent, each undersigned stockholder is giving written consent with respect to all shares of the Company's capital stock held by such stockholder in favor of the above resolutions. This action may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one and the same action. This consent shall be effective upon the later of (a) immediately following the approval by the Board of Directors of the Company of the matters presented to the stockholders herein, if such approval is required, or (b) when the Company receives the requisite consent of the Company's stockholders; *provided, however*, that this consent shall be deemed revoked if it has not become effective within 60 days after the date that this consent is delivered to the Company, which is the date on which provision for the effectiveness of this consent is made.

**STOCKHOLDER:**

**[STOCKHOLDER NAME]**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

(if applicable)

Date: \_\_\_\_\_

**EXHIBIT A**

**[YEAR OF ADOPTION] EQUITY INCENTIVE PLAN**

**EXHIBIT B**  
**FORM OF INDEMNIFICATION AGREEMENT**