

FF EAI ROBOTICS ECOSYSTEM INC.

FORM 8-K (Current report filing)

Filed 09/29/26 for the Period Ending 09/29/26

Address	1990 E. GRAND AVENUE EL SEGUNDO, CA, 90245
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Industry	Biotechnology & Medical Research
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 29, 2026

AixCrypto Holdings, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37428
(Commission
File Number)

26-3474527
(I.R.S. Employer
Identification No.)

1990 E. Grand Ave.
El Segundo, California
(Address of Principal Executive Offices)

90245
(Zip Code)

Registrant's Telephone Number, Including Area Code: (310) 853-1683

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	AIXC	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 29, 2026, AlxCrypto Holdings, Inc. (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to its Amended and Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to change the Company’s corporate name from “AlxCrypto Holdings, Inc.” to “FF EAI Robotics Ecosystem Inc.” (the “Name Change”). The Certificate of Amendment will become effective at 12:01 a.m. Eastern Time on September 30, 2026. The Certificate of Amendment amends and restates Article I in its entirety to reflect the new name.

Pursuant to a unanimous written consent dated September 23, 2026, the Company’s board of directors approved the Certificate of Amendment in accordance with Section 242 of the Delaware General Corporation Law (the “DGCL”). Pursuant to Section 242(d)(1)(A) of the DGCL, no meeting or vote of the Company’s stockholders was required to adopt the Certificate of Amendment.

Also by unanimous written consent dated September 23, 2026, the Board adopted an amendment (the “Bylaws Amendment”) to the Company’s Amended and Restated Bylaws, as of August 10, 2021 (the “Bylaws”), to reflect the Name Change. The Bylaws Amendment replaces each reference in the Bylaws to “Qualigen Therapeutics, Inc.” or “AlxCrypto Holdings, Inc.” with “FF EAI Robotics Ecosystem Inc.” The Bylaws Amendment will become effective automatically concurrently with the effectiveness of the Certificate of Amendment at 12:01 a.m. Eastern Time on September 30, 2026. No other changes were made to the Bylaws.

In connection with the Name Change, the trading symbol for the Company’s common stock on The Nasdaq Capital Market will change from “AIXC” to “FFR,” effective at market open on September 30, 2026.

The foregoing descriptions of the Certificate of Amendment and the Bylaws Amendment do not purport to be complete and are qualified in their entirety by reference to the full text of the Certificate of Amendment and the Bylaws Amendment, copies of which are filed as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K and incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On September 29, 2026, the Company presented an investor presentation (the “Investor Presentation”) relating to, among other things, the Company’s business and strategy, its transition to robotics operations, and the proposed acquisition of the robotics business of Faraday Future Intelligent Electric Inc. (“FFAI”), the Company’s majority stockholder. A copy of the Investor Presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference. The Investor Presentation includes projections prepared by FFAI management for the robotics business on a standalone basis; the Company has not independently verified or adopted such projections as guidance.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing. The furnishing of this information shall not be deemed an admission as to the materiality of any information herein that is required to be disclosed solely by Regulation FD.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include statements regarding the Name Change, the Bylaws Amendment and the symbol change and their anticipated timing and effectiveness; the Company’s business strategy and transition to robotics operations; the proposed acquisition of FFAI’s robotics business (including its structure, consideration and timing); the financial projections in the Investor Presentation; and any related financing. Forward-looking statements are based on current expectations and assumptions and are subject to risks and uncertainties that could cause actual results to differ materially.

These risks and uncertainties include, among others, the possibility that the parties may not enter into definitive agreements or may change the terms or structure of the proposed acquisition; conflicts of interest arising from FFAI’s status as the Company’s majority stockholder; the inability to complete the internal restructuring or required financial statements on the anticipated terms or timing; failure to obtain required corporate, Nasdaq, regulatory or third-party approvals; failure to satisfy closing conditions; the inability to complete any related financing; disruption to the Company’s or the robotics business’s operations from the announcement or pendency of the proposed acquisition; the costs of the proposed acquisition; integration risks; dilution resulting from the proposed equity consideration; the Company’s liquidity and need for additional capital; the possibility that the projections included in the Investor Presentation, which were prepared by FFAI management, may not be realized; and the other risks described in the Company’s filings with the Securities and Exchange Commission, including under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2025 and subsequent filings. Forward-looking statements speak only as of the date of this report. Except as required by law, the Company undertakes no obligation to update them.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed or furnished herewith:

Exhibit Number	Exhibit Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of AlxCrypto Holdings, Inc., filed with the Secretary of State of the State of Delaware on September 29, 2026 (effective September 30, 2026).
3.2	Amended and Restated Bylaws of FF EAI Robotics Ecosystem Inc., as amended through September 30, 2026
99.1	Investor Presentation, dated September 2026 (furnished herewith)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AixCrypto Holdings, Inc.

Date: September 29, 2026

By: /s/ Jiawei Wang

Jiawei Wang
Chief Executive Officer and Director
(Principal Executive Officer)

Delaware

The First State

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I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE
STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AIXCRYPTO
HOLDINGS, INC.", CHANGING ITS NAME FROM "AIXCRYPTO HOLDINGS,
INC." TO "FF EAI ROBOTICS ECOSYSTEM INC.", FILED IN THIS OFFICE
ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2026, AT 10:34
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTIETH DAY OF
SEPTEMBER, A.D. 2026 AT 12:01 O'CLOCK A.M.



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

4601026 8100
SR# 20264538523



Authentication: 205265922
Date: 09-29-26

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AIXCRYPTO HOLDINGS, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

AiXCrypto Holdings, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. Article I of the Corporation's Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the corporation is FF EAI Robotics Ecosystem Inc.

2. At a meeting duly held on September 23, 2026, the Special Committee of the Board of Directors of the Corporation unanimously approved a recommendation to the Board of Directors in favor of the name change reflected in the foregoing amendment. The foregoing amendment was duly adopted by the Board of Directors of the Corporation in accordance with Section 242 of the DGCL. Pursuant to Section 242(d)(1)(A) of the DGCL, no meeting or vote of the stockholders of the Corporation was required to adopt the amendment.

3. This Certificate of Amendment shall become effective at 12:01 a.m. Eastern Time on September 30, 2026.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer on September 29, 2026.

AIXCRYPTO HOLDINGS, INC.

By:

Signed by:

Jie Sheng

Name:

Jie Sheng

Title: President / CFO

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:34 AM 09/29/2026
FILED 10:34 AM 09/29/2026

SR 20264538523 - File Number 4601026

**AMENDED AND RESTATED BYLAWS
OF
FF EAI ROBOTICS ECOSYSTEM INC.**

**ARTICLE 1
OFFICES**

Section 1.01. *Offices.* The Corporation shall have a registered office (and address) within the State of Delaware and 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 or the business of the Corporation may require.

Section 1.02. *Books.* The books of the Corporation may be kept within or without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE 2
MEETINGS OF STOCKHOLDERS**

Section 2.01. *Time and Place of Meetings.* All meetings of the stockholders shall be held at such place, if any, either within or without the State of Delaware, on such date and at such time as may be determined from time to time by the Board of Directors (or the Chairman in the absence of a designation by the Board of Directors).

Section 2.02. *Annual Meetings.* An annual meeting of the stockholders shall be held for the election of directors and to transact such other business as may properly be brought before the meeting. Any other proper business may be transacted at the annual meeting. The Board of Directors may postpone, reschedule or cancel any annual meeting of stockholders previously scheduled by the Board of Directors.

Section 2.03. *Special Meetings.* Special meetings of the stockholders for any purpose or purposes may be called by the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer or the President of the Corporation, and may not be called by any other person. Business transacted at any special meeting of the stockholders shall be limited to the purposes stated in the notice. The Board of Directors may postpone, reschedule or cancel any special meeting of stockholders previously scheduled by the Board of Directors. Notwithstanding the foregoing, whenever holders of one or more classes or series of preferred stock shall have the right, voting separately as a class or series, to elect directors, such holders may call, pursuant to the terms of the resolution or resolutions adopted by the Board of Directors, special meetings of holders of such Preferred Stock.

Section 2.04. *Notice of Meetings and Adjourned Meetings; Waivers of Notice.*

(a) Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, if any, 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 (if such date is different from the record date for stockholders entitled to notice of the meeting) and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended (“Delaware Law”), the Certificate of Incorporation or these Bylaws, such 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 of record entitled to vote at such meeting. Except as otherwise provided herein or permitted by applicable law, notice of stockholders shall be in writing and delivered personally or mailed to the stockholders at their address appearing on the books of the Corporation. Without limiting the manner by which notice otherwise may be given effectively to stockholders, notice of meetings may be given to stockholders by means of electronic transmission in accordance with applicable law.

(b) Any meeting of the stockholders, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any. Unless these Bylaws otherwise require, when a meeting is adjourned to another time or place (whether or not a quorum is present), 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 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 thirty (30) days, or 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 as of the record date for determining the stockholders entitled to notice of the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder’s address as it appears on the records of the Corporation.

(c) A written waiver of any such notice signed by the person entitled thereto, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the 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. Any stockholder so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 2.05. *Quorum.* Unless otherwise provided in the Certificate of Incorporation or these Bylaws, and subject to Delaware Law, the presence, in person or by proxy, of the holders of shares of the outstanding capital stock of the Corporation representing at least 35% of the votes entitled to be voted at a meeting of stockholders shall constitute a quorum for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the chairman of the meeting may adjourn the meeting in the manner provided in Section 2.04, without notice other than announcement at the meeting, until a quorum shall be present or represented. A quorum once established, shall not be broken by the subsequent withdrawal of enough votes to leave less than a quorum. 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 notified. Shares of stock of the Corporation belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation, or any subsidiary of the Corporation, to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Section 2.06. *Voting; Proxies.*

(a) Unless otherwise provided in the Certificate of Incorporation and subject to Delaware Law, each stockholder shall be entitled to one vote for each outstanding share of capital stock of the Corporation held by such stockholder. Any share of capital stock of the Corporation held by the Corporation shall have no voting rights. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, in all matters other than the election of directors, the affirmative vote of the majority of the votes cast by the shares of capital stock of the Corporation present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, provided a quorum is present. Subject to the rights of the holders of any series of preferred stock to elect additional directors under specific circumstances, directors shall be elected by a plurality of the votes cast at a meeting of the stockholders by the holders of stock entitled to vote in the election of directors, provided a quorum is present.

(b) Each stockholder entitled to vote at a meeting of stockholders, or to express consent or dissent to a corporate action in writing without a meeting, may authorize another person or persons to act for such stockholder by proxy, appointed by an instrument in writing, subscribed by such stockholder or by his attorney thereunto authorized, or by proxy sent by cable, telegram or by any means of electronic communication permitted by law, which results in a writing from such stockholder or by his attorney, and delivered to the secretary of the meeting. No proxy shall be voted or acted upon after three (3) years from its date, unless said proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date.

(c) Voting at meetings of stockholders need not be by written ballot. Votes may be cast by any stockholder entitled to vote in person or by his proxy. In determining the number of votes cast for or against a proposal or nominee, shares abstaining from voting on a matter (including elections) will not be treated as a vote cast, but will be counted for purposes of determining a quorum. A non-vote by a broker will be counted for purposes of determining a quorum but not for purposes of determining the number of votes cast.

Section 2.07. *Inspector of Elections; Opening and Closing the Polls.* The Board of Directors by resolution shall appoint one or more inspectors, which inspector or inspectors may include individuals who serve the Corporation in other capacities, including, without limitation, as officers, employees, agents or representatives, to act at the meetings of stockholders and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act or is able to act at a meeting of stockholders, the presiding officer of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before discharging 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 have the duties prescribed by law. The presiding officer of the meeting shall fix and announce at the meeting the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting.

Section 2.08. *Written Consent of Stockholders Without a Meeting.* Any action to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action to be so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered (by hand or by certified or registered mail, return receipt requested) to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Every written consent shall bear the date of signature of each stockholder who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered in the manner required by this Section 2.08, written consents signed by a sufficient number of holders to take action are delivered to the Corporation as aforesaid. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent required by applicable law, be given to those stockholders who have not consented in writing, and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the Corporation.

Section 2.09. *Organization.* At each meeting of stockholders, the Chairman of the Board, if one shall have been elected, or in the Chairman's absence or if one shall not have been elected, the director designated by the vote of the majority of the directors present at such meeting, shall act as chairman of, and preside at, the meeting. The Secretary, or in the Secretary's absence or inability to act, the person whom the chairman of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

Section 2.10. *Order of Business.* The order of business at all meetings of stockholders shall be as determined by the chairman of the meeting.

Section 2.11. *Nomination of Directors.* Only persons who are nominated in accordance with the procedures set forth in these Bylaws shall be eligible to serve as directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at an annual meeting of stockholders (a) by or at the direction of the Board of Directors or (b) by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this Section 2.11, who shall be entitled to vote for the election of directors at the meeting and who complies with the notice procedures set forth in this Section 2.11. 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 at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day, nor earlier than the close of business on the one hundred twentieth (120th) day in advance of the first anniversary of the preceding year's annual meeting of stockholders; provided, however, that in the event that the date of the annual meeting is advanced more than thirty (30) days prior to such anniversary date or delayed more than sixty (60) days after such anniversary date then to be timely such notice must be received by the Corporation notice not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of the new meeting date commence a new notice time period (or extend any notice time period).

Any stockholder notice delivered pursuant to this Section 2.11 shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director, (i) all information relating to such person as would be required to be disclosed in solicitations of proxies for the election of such nominees as directors pursuant to Regulation 14A under the Exchange Act; (ii) such person's written consent to serve as a director if elected; (iii) a description of all direct and indirect compensation or other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such stockholder of record and beneficial owner or owners, if any, and their respective affiliates and associates, or other persons acting in concert therewith, on the one hand, and each proposed nominee and his or her respective affiliates and associates or other persons acting in concert therewith, on the other hand, including without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the stockholder of record making the nomination and any beneficial owner or owners, if any, or other person on whose behalf the nomination is made, or any affiliate or associate thereof or other person acting in concert therewith, were the "registrant" for purposes of such rule and the nominee were a director or executive officer of such registrant; and (iv) a completed and signed questionnaire, representation or agreement as may be required by the Corporation pursuant to Section 3.03 of Article 3 of these Bylaws, and (b) as to the stockholder giving the notice (i) the name and address, as they appear on the Corporation's books, of such stockholder, and of the beneficial owner, if any, on whose behalf the nomination is being made, (ii) the class and number of shares of the Corporation which are owned (beneficially and of record) by such stockholder and owned by the beneficial owner, if any, on whose behalf the nomination is being made, 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 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) a description of any agreement, arrangement or understanding with respect to such nomination between or among the stockholder and any of its affiliates or associates, and any others (including their names) 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, (iv) a description of any agreement, arrangement or understanding (including, regardless of the form of settlement, any derivative, long or short positions, profit interests, forwards, futures, swaps, 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 proposing stockholder's notice, by or on behalf of such stockholder with respect to the Corporation's securities, or any other agreement, arrangement or understanding that has been made, the effect or intent of which is to create or mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder with respect to the Corporation's securities, 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 representation that the proposing stockholder is a holder of record of the shares of the Corporation entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice, and (vi) a representation whether the proposing stockholder intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve the nomination and/or otherwise to solicit proxies from the stockholders in support of the nomination. For purposes of these Bylaws, a person shall be deemed to be acting in concert with another person if such person knowingly acts toward a common goal relating to the management, governance or control of the corporation in parallel with such other person where (A) each person is conscious of the other person's conduct or intent and this awareness is an element in their decision-making process and (B) at least one additional factor suggests that persons intend to act in parallel, which additional factors may include attending meetings, conducting discussions or making or soliciting invitations to act in parallel.

The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such nominee. No person shall be eligible to serve as a director of the Corporation unless nominated in accordance with the procedures set forth in this bylaw. The chairman of 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 the Bylaws, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded. Notwithstanding the foregoing provisions of this Section 2.11, a stockholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the matters set forth in this Section 2.11.

Section 2.12. *Notice of Business.* At any meeting of the stockholders, only such business shall be conducted as shall have been brought before the meeting (a) by or at the direction of the Board of Directors or (b) solely with respect to annual meetings, by any stockholder of the Corporation who is a stockholder of record at the time of giving of the notice provided for in this Section 2.12, who shall be entitled to vote at such meeting and who complies with the notice procedures set forth in this Section 2.12. In addition, any proposal of business must be a proper matter for stockholder action. For business to be properly brought before a stockholder meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the secretary of the Corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day, nor earlier than the close of business on the one hundred twentieth (120th) day in advance of the first anniversary of the preceding year's annual meeting of stockholders; provided, however, that in the event that the date of the annual meeting is advanced more than thirty (30) days prior to such anniversary date or delayed more than sixty (60) days after such anniversary date then to be timely such notice must be received by the Corporation no later than the later of the close of business on the seventieth (70th) day prior to the date of the meeting or the close of business on the tenth (10th) day following the day on which public announcement of the date of the meeting was made. In no event shall the public announcement of the new meeting date commence a new notice time period (or extend any notice time period). A stockholder's notice to the secretary shall set forth as to each matter the stockholder proposes to bring before the meeting (a) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (b) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business and of the beneficial owner, if any, on whose behalf the proposal is being made, (c) the class and number of shares of the Corporation which are owned (beneficially and of record) by such stockholder and owned by the beneficial owner, if any, on whose behalf the proposal is being made, 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 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, (d) a description of any agreement, arrangement or understanding with respect to such nomination between or among the stockholder and any of its affiliates or associates, and any others (including their names) 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, (e) a description of any agreement, arrangement or understanding (including, regardless of the form of settlement, any derivative, long or short positions, profit interests, forwards, futures, swaps, 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 proposing stockholder's notice, by or on behalf of such stockholder with respect to the Corporation's securities, or any other agreement, arrangement or understanding that has been made, the effect or intent of which is to create or mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder with respect to the Corporation's securities, 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, (f) a representation that the proposing stockholder is a holder of record of the shares of the Corporation entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose the business specified in the notice, (g) a representation whether the proposing stockholder intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve the proposal and/or otherwise to solicit proxies from the stockholders in support of the proposal, (h) any material interest of the stockholder in such business, and (i) any other information relating to such stockholder and beneficial owner, if any, on whose behalf the proposal is being made, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for the proposal and pursuant to and in accordance with Regulation 14A under the Securities Exchange Act of 1934. Notwithstanding anything in the Bylaws to the contrary, no business shall be conducted at a stockholder meeting except in accordance with the procedures set forth in this Section 2.12. The chairman of the 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 the Bylaws, and if he should so determine, he 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 Section 2.12, a stockholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934, and the rules and regulations thereunder with respect to the matters set forth in this Section 2.12.

Section 2.13. *Proxy Rules.* The foregoing notice requirements of Section 2.12 shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the Corporation of his, her or its intention to present a proposal at an annual meeting in compliance with the applicable rules and regulations promulgated under Regulation 14A under the Securities Exchange Act of 1934 and such stockholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting.

Section 2.14. *Effect of Noncompliance.* Notwithstanding anything in these Bylaws to the contrary: (i) no nominations shall be made or business shall be conducted at any annual meeting except in accordance with the procedures set forth in this Article 2, and (ii) unless otherwise required by law, if a stockholder intending to propose business or make nominations at an annual meeting pursuant to this Article 2 does not provide the information required under this Article 2 to the Corporation promptly following the later of the record date or the date notice of the record date is first publicly disclosed, or the proposing stockholder (or a qualified representative of the proposing stockholder) does not appear at the meeting to present the proposed business or nominations, such business or nominations shall not be considered, notwithstanding that proxies in respect of such business or nominations may have been received by the Corporation. The requirements of this Article 2 shall apply to any business or nominations to be brought before an annual meeting by a stockholder whether such business or nomination are to be included in the Corporation's proxy statement pursuant to Rule 14a-8 of the Exchange Act or presented to stockholders by means of an independently financed proxy solicitation. The requirements of this Article 2 are included to provide the Corporation notice of a stockholder's intention to bring business or nominations before an annual meeting and shall in no event be construed as imposing upon any stockholder the requirement to seek approval from the Corporation as a condition precedent to bringing any such business or making such nominations before an annual meeting.

ARTICLE 3 DIRECTORS

Section 3.01. *General Powers.* Except as otherwise provided by Delaware Law or the Certificate of Incorporation, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors may adopt such rules and procedures, not inconsistent with the Certificate of Incorporation, these Bylaws, Delaware Law or other applicable law as it may deem proper for the conduct of its meetings and the management of the Corporation

Section 3.02. *Number, Election and Term of Office.* The Board of Directors shall consist of not less than three (3) nor more than eleven (11) directors, with the exact number of directors to be determined from time to time solely by resolution adopted by the affirmative vote of a majority of the entire Board of Directors. Except as otherwise provided in the Certificate of Incorporation, each director shall serve for a term ending on the date of the annual meeting of stockholders next following the annual meeting at which such director was elected. Notwithstanding the foregoing, each director shall hold office until such director's successor shall have been duly elected and qualified or until such director's earlier death, resignation or removal. Directors need not be stockholders.

Section 3.03. *Eligibility for Nomination as a Director.* To be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 2.11 of Article 2 of these Bylaws or such period as the Board of Directors may specify) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which form of questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (a) is not and will not become a party to (i) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed in writing to the Corporation or (ii) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law, (b) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, and (c) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation.

Section 3.04. *Quorum and Manner of Acting.* Unless the Certificate of Incorporation or these Bylaws require a greater number, the presence of a majority of the total number of directors shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. When a meeting is adjourned to another time or place (whether or not a quorum is present), notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Board of Directors may transact any business which might have been transacted at the original meeting. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat shall adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.05. *Time and Place of Meetings.* The Board of Directors shall hold its meetings at such place, either within or without the State of Delaware, and at such time as may be determined from time to time by the Board of Directors (or the Chairman in the absence of a determination by the Board of Directors).

Section 3.06. *Annual Meeting.* The Board of Directors shall meet for the purpose of organization, the election of officers and the transaction of other business, as soon as practicable after each annual meeting of stockholders, on the same day and at the same place where such annual meeting shall be held. Notice of such meeting need not be given. In the event such annual meeting is not so held, the annual meeting of the Board of Directors may be held at such place either within or without the State of Delaware, on such date and at such time as shall be specified in a notice thereof given as hereinafter provided in Section 3.08 herein or in a waiver of notice thereof signed by any director who chooses to waive the requirement of notice.

Section 3.07. *Regular Meetings.* After the place and time of regular meetings of the Board of Directors shall have been determined and notice thereof shall have been once given to each member of the Board of Directors, regular meetings may be held without further notice being given.

Section 3.08. *Special Meetings.* Special meetings of the Board of Directors may be called by the Chairman of the Board, the Chief Executive Officer or the President and shall be called by the Chairman of the Board, the Chief Executive Officer, President or Secretary on the written request of three or more directors. Notice of special meetings of the Board of Directors shall be given to each director at least two days before the date of the meeting in such manner as is determined by the Board of Directors.

Section 3.09. *Committees.* The Board of Directors may designate one or more committees, 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 of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors or by applicable law, 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, 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 matter: (a) approving or adopting, or recommending to the stockholders, any action or matter expressly required by Delaware Law to be submitted to the stockholders for approval or (b) adopting, amending or repealing any bylaw of the Corporation. Unless the Board of Directors provides otherwise, at all meetings of such committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at the meeting at which there is a quorum shall be the act of the Committee. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required. Except as otherwise provided in the Certificate of Incorporation, these Bylaws, or the resolution of the Board of Directors designating the committee, a committee may create one or more subcommittees, each subcommittee to consist of one or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee.

Section 3.10. *Action by Consent.* Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, 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 members of the Board or such committee, 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 such committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 3.11. *Telephonic Meetings.* Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, 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, as the case may be, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 3.12. *Resignation.* Any director may resign at any time by giving notice in writing or by electronic transmission to the Board of Directors or to the Secretary of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.13. *Vacancies.* Unless otherwise provided in the Certificate of Incorporation, vacancies on the Board of Directors resulting from death, resignation, removal or otherwise and newly created directorships resulting from any increase in the number of directors may be filled solely by the affirmative vote of a majority of the remaining directors then in office (although less than a quorum) or by the sole remaining director. Each director so elected shall hold office until the earlier of the expiration of the term of office of the director whom he or she has replaced, a successor is duly elected and qualified or the earlier of such director's death, resignation or removal. If there are no directors in office, then an election of directors may be held in accordance with Delaware Law. Unless otherwise provided in the Certificate of Incorporation, when one or more directors shall resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have the power to fill such future vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as provided in the filling of the other vacancies.

Section 3.14. *Removal.* Except as may otherwise be provided by the DGCL, any director or the entire Board of Directors may be removed, with or without cause, at an annual meeting or at a special meeting called for that purpose, by the holders of a majority of the shares then entitled to vote at an election of directors.

Section 3.15. *Compensation.* Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board of Directors shall have authority to fix the compensation of directors, including fees and reimbursement of expenses.

Section 3.16. *Preferred Stock Directors.* Notwithstanding anything else contained herein, whenever the holders of one or more classes or series of Preferred Stock shall have the right, voting separately as a class or series, to elect directors, the election, term of office, filing of vacancies, removal and other features of such directorships shall be governed by the terms of the resolutions applicable thereto adopted by the Board of Directors pursuant to the Certificate of Incorporation, and such directors so elected shall not be subject to the provisions of Sections 3.02, 3.12 and 3.13 of this Article 3 unless otherwise provided therein.

ARTICLE 4 OFFICERS

Section 4.01. *Principal Officers.* The officers of the Corporation shall be elected by the Board of Directors and shall include a Chief Executive Officer, a President, a Treasurer and a Secretary. The Board of Directors, in its discretion, may also elect a chairman (who must be a director), one or more vice chairmen (who must be directors) and one or more vice presidents, assistant treasurers, assistant secretaries and other officers. Any two or more offices may be held by the same person.

(a) *Chief Executive Officer.* The Chief Executive Officer shall, when present, preside at all meetings of the stockholders and, unless a Chairman of the Board of Directors has been elected and is present, shall preside at all meetings of the Board of Directors. He or she shall also have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are put into effect. The Chief Executive Officer, unless some other person is specifically authorized by resolution of the Board of Directors, shall sign all bonds, deeds, mortgages, leases, and other contracts of the Corporation. He or she shall have the power to hire and discharge agents and employees who are not Officers of the Corporation.

(b) *President.* The President shall be the chief operating and administrative officer of the Corporation. He or she shall have general responsibility for the management and control of the operations and administration of the Corporation and shall perform all duties and have all powers which are commonly incident to the office of chief operating officer or which are delegated to him or her by the Board of Directors. Subject to the direction of the Board of Directors and the Chief Executive Officer, the President shall have power to sign all stock certificates, contracts, bonds, mortgages and other instruments of the Corporation and shall have general supervision and direction of all of the other officers (other than the Chief Executive Officer), employees and agents of the Corporation, subject in all cases to the orders and resolutions of the Board of Directors and to the direction of the Chief Executive Officer.

(c) *Treasurer.* The Treasurer shall supervise and be responsible for all the funds and securities of the Corporation, the deposit of all moneys and other valuables to the credit of the Corporation in depositories of the Corporation, borrowings and compliance with the provisions of all indentures, agreements and instruments governing such borrowings to which the Corporation is a party, the disbursement of funds of the Corporation and the investment of its funds, and in general shall perform all of the duties incident to the office of the Treasurer. The Treasurer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer, President or as the Board of Directors may from time to time determine.

(d) *Secretary.* The powers and duties of the Secretary are: (i) to act as Secretary at all meetings of the Board of Directors, of the committees of the Board of Directors and of the stockholders and to record the proceedings of such meetings in a book or books to be kept for that purpose; (ii) to see that all notices required to be given by the Corporation are duly given and served; (iii) to act as custodian of the seal of the Corporation and affix the seal or cause it to be affixed to all certificates of stock of the Corporation and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; (iv) to have charge of the books, records and papers of the Corporation and see that the reports, statements and other documents required by law to be kept and filed are properly kept and filed; and (v) to perform all of the duties incident to the office of Secretary. The Secretary shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer, President or as the Board of Directors may from time to time determine.

Section 4.02. *Term of Office; Vacancy; and Remuneration.* Each officer shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. Any vacancy in any office shall be filled in such manner as the Board of Directors shall determine. The remuneration of all officers of the Corporation shall be fixed by the Board of Directors.

Section 4.03. *Subordinate Officers.* The Board of Directors may delegate to any principal officer the power to appoint and to remove any such subordinate officers, agents or employees.

Section 4.04. *Removal.* Except as otherwise permitted with respect to subordinate officers, any officer may be removed, with or without cause, at any time, by the majority vote of the members of the Board of Directors then in office.

Section 4.05. *Resignations.* Any officer may resign at any time by giving written notice to the Board of Directors (or to a principal officer if the Board of Directors has delegated to such principal officer the power to appoint and to remove such officer) of such person's resignation. The resignation of any officer shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.06. *Powers and Duties.* The officers of the Corporation shall have such powers and perform such duties incident to each of their respective offices and such other duties as may from time to time be conferred upon or assigned to them by the Board of Directors.

ARTICLE 5 CAPITAL STOCK

Section 5.01. *Certificates for Stock; Uncertificated Shares.* The shares of the Corporation shall be represented by certificates, provided that the Board of Directors of the Corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares that may be evidenced by a book entry system maintained by the registrar of such stock. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of shares represented by certificates of the same class and series shall be identical. Every holder of stock represented by certificates shall be entitled to have a certificate signed by, or in the name of the Corporation by the Chairman or Vice Chairman of the Board of Directors, or the President or Vice President, and by the Treasurer or an Assistant Treasurer or the Secretary or an assistant Secretary of such Corporation representing the number of shares registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue. A Corporation shall not have power to issue a certificate in bearer form.

Section 5.02. *Transfer of Shares.* Shares of the stock of the Corporation may be transferred on the record of stockholders of the Corporation by the holder thereof or by such holder's duly authorized attorney upon surrender of a certificate therefor properly endorsed or upon receipt of proper transfer instructions from the registered holder of uncertificated shares or by such holder's duly authorized attorney and upon compliance with appropriate procedures for transferring shares in uncertificated form, unless waived by the Corporation.

Section 5.03. *Authority for Additional Rules Regarding Transfer.* The Board of Directors shall have the power and authority to make all such rules and regulations as they may deem expedient concerning the issue, transfer and registration of certificated or uncertificated shares of the stock of the Corporation, as well as for the issuance of new certificates in lieu of those which may be lost or destroyed, and may require of any stockholder requesting replacement of lost or destroyed certificates, bond in such amount and in such form as they may deem expedient to indemnify the Corporation, and/or the transfer agents, and/or the registrars of its stock against any claims arising in connection therewith.

Section 5.04. *Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates.* The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE 6 INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 6.01. *Right to Indemnification.* The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 6.03, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the Corporation.

Section 6.02. *Prepayment of Expenses.* The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article 6 or otherwise.

Section 6.03. *Nonexclusivity of Rights.* The rights conferred on any Covered Person by this Article 6 shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 6.04. *Other Sources.* The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other Corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

Section 6.05. *Amendment or Repeal.* Any right to indemnification or to advancement of expenses of any Covered Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of these Bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought.

Section 6.06. *Other Indemnification and Advancement of Expenses.* This Article 6 shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

ARTICLE 7 GENERAL PROVISIONS

Section 7.01. *Fixing the Record Date.*

(a) 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, the Board of Directors 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 of Directors, and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If the Board of Directors 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 of Directors determines, at the time it fixes the 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 of Directors, 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 that the Board of Directors may fix a new record date for the 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 the determination of stockholders entitled to vote therewith 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 the stockholders 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 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 be not more than sixty (60) days prior to such action. If no 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 of Directors adopts the resolution relating thereto.

Section 7.02. *Dividends*. Subject to limitations contained in Delaware Law and the Certificate of Incorporation, the Board of Directors may declare and pay dividends upon the shares of capital stock of the Corporation, which dividends may be paid either in cash, in property or in shares of the capital stock of the Corporation.

Section 7.03. *Year*. The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year. The fiscal year of the Corporation may be changed by the Board of Directors.

Section 7.04. *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, affixed or otherwise reproduced.

Section 7.05. *Voting of Stock Owned by the Corporation*. The Board of Directors may authorize any person, on behalf of the Corporation, to attend, vote at and grant proxies to be used at any meeting of stockholders of any Corporation (except this Corporation) in which the Corporation may hold stock.

Section 7.06. *Form of Records*. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time.

Section 7.07. *Amendments*. These Bylaws or any of them, may be altered, amended or repealed, or new Bylaws may be made, by the stockholders entitled to vote thereon at any annual or special meeting thereof or by the Board of Directors. Unless a higher percentage is required by the Certificate of Incorporation as to any matter which is the subject of these Bylaws, all such amendments must be approved by the affirmative vote of the holders of the majority of the total voting power of all outstanding securities of the Corporation then entitled to vote generally in the election of directors, voting together as a single class or by a majority of the Board of Directors.

Section 7.08. *Forum for Adjudication of Disputes*. Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation’s stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law or the Certificate of Incorporation or Bylaws (as either may be amended from time to time), or (iv) any action asserting a claim governed by the internal affairs doctrine shall be the Court of Chancery in the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware). If any action the subject matter of which is within the scope of the preceding sentence is filed in a court other than a court located within the State of Delaware (a “Foreign Action”) in the name of any stockholder, such stockholder shall be deemed to have consented to (i) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce the preceding sentence and (ii) 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.

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As amended and restated through August 10, 2021, and as further amended effective September 30, 2026.

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FF EAI Robotics Ecosystem Inc.

Forward Looking Statements

This presentation, including any investor materials or other document of which it forms a part (this "Communication"), contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended, and other securities laws, regarding AiXCrypto Holdings, Inc. ("AiXCrypto," the "Company," "us," "our," or "we") and our industry. All statements, whether written or oral, other than statements of historical fact, including any financial projections and any statements regarding future events, our strategy, our transition to robotics operations, our plans for RoboShare, our digital asset disposition plans, the proposed acquisition of the FF EAI Robotics business, the projections referenced in this communication, our name and ticker change, any related financing, and the anticipated benefits and timing of the foregoing, our objectives, expectations, or anticipated actions or results, are forward-looking statements. You can often identify forward-looking statements by words such as "may," "might," "will," "shall," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "predicts," "potential," "goal," "objective," "seeks," "likely," or "continue," or the negative of these terms or other similar expressions; the absence of these words does not mean a statement is not forward-looking. These statements reflect our current expectations and projections about future events as of the date of this Communication and are necessarily based on estimates and assumptions that, while considered reasonable by management, are inherently uncertain. AiXCrypto can give no assurance that such forward-looking statements or financial projections will prove to be correct.

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The proposed transaction. The term sheet is non-binding and may not result in definitive agreements; the proposed transaction may not be approved by the Special Committee, the Board or applicable regulators, and may not be completed on the terms described or at all; the conditions to closing and the parties' ability to satisfy them; the timing of the transaction and the costs of pursuing it; the issuance of a substantial number of shares as consideration and the resulting dilution; the proposed special stock dividend and our ability to declare and pay it; the fact that the counterparty is our controlling stockholder and the conflicts of interest inherent in the transaction; our dependence on the counterparty for transition, supply and support following any closing; the scope and enforceability of the proposed non-competition and governance arrangements; the consequences of the transaction under Nasdaq listing rules, including the possibility that we must satisfy initial listing requirements in connection with a change of control or change in the nature of our business; our ability to integrate and operate the acquired business; and the risk that the acquired business performs differently than anticipated.

Projections. The projections referenced in this communication were prepared by PFAI management for the FF EAI Robotics business on a standalone basis and do not reflect our existing business, transaction-related expenses or the combined company. We have not independently verified them or adopted them as guidance. They were not prepared with a view toward public disclosure or toward compliance with the published guidelines of the Securities and Exchange Commission or the American Institute of Certified Public Accountants regarding prospective financial information, and no independent registered public accounting firm has examined, compiled or performed any procedures with respect to them, and none expresses an opinion or any other form of assurance with respect to them. The projections reflect estimates and assumptions that are inherently uncertain and subject to change, including through due diligence and the review of our special committee and its financial advisor. Actual results are likely to differ, and may differ materially.

Liquidity, capital and going concern. Our limited cash and liquidity position and our history of operating losses and negative operating cash flow; substantial doubt regarding our ability to continue as a going concern, as described in our periodic reports; our need to obtain additional financing on acceptable terms or at all, and the substantial dilution to existing stockholders that additional financing may cause, including any financing completed in connection with the proposed transaction, which may not be completed or may be on less favorable terms than anticipated; our ability to fund operations pending and following the disposition of our digital asset positions; and our ability to satisfy the continued listing requirements of The Nasdaq Stock Market, including stockholders' equity, minimum bid price and other applicable standards.

Our strategic transition and the disposition of digital assets. Risks associated with a fundamental shift in our business strategy and the redeployment of resources from a digital asset treasury strategy to robotics operations; our ability to execute the disposition of our digital asset positions in an orderly manner and on acceptable terms; the risk that amounts realized on disposition are materially less than carrying value as a result of price volatility, market depth, execution timing, custody or transfer constraints, or other limitations; tax, accounting and regulatory consequences of the dispositions; the continued volatility and regulatory uncertainty associated with digital assets and cryptocurrencies during the "wind-down" period; the concentration of a substantial portion of our assets in a single equity investment, including an investment in a related party, and the illiquidity, valuation uncertainty, holding-period and transfer restrictions associated with that investment; and risks arising from our relationships and agreements with related parties and significant stockholders.

Our robotics operations business. Our limited operating history in robotics operations and commercialization and the absence of a meaningful revenue history; the early stage of RoboShare and the risk that customer demand, repeat demand, pricing, utilization or unit economics do not develop as anticipated; our dependence on a small number of customers, on a single initial geographic market, and on individual events or engagements, and the risk that the loss of, or a change in the terms of, any such relationship has a disproportionate effect; our dependence on third-party robot owners, operators, suppliers, original equipment manufacturers and local partners, and on their willingness to make robots available on our platform; risks relating to the availability, cost, quality, maintenance, transport, insurance and technological obsolescence of robots and related equipment, and to supply chains, tariffs and trade measures affecting them; and our ability to expand into additional markets and to attract and retain participants on both sides of our marketplace.

Operations, safety and liability. Risks of property damage, personal injury or death arising from the operation of humanoid robots, quadrupeds and other autonomous or semi-autonomous machines in proximity to performers, employees, guests and the public, including at live events and in uncontrolled environments; product liability, premises liability, negligence and related claims and the adequacy, scope, availability and cost of our insurance coverage and of contractual indemnities from customers, owners and suppliers; the allocation of responsibility among us, robot owners, venues, event producers and customers; permitting, licensing, occupational safety and event-specific regulatory requirements; and the reputational consequences of any safety incident.

Technology, data and intellectual property. Systems, network, telecommunications or service disruptions, failures, defects or cyber-attacks; the performance, reliability and autonomy limitations of robotic systems and of the software, models and networks that support them; our collection, use, storage, transmission and protection of personal information, including images and any biometric or biometric-adjacent data captured in the course of robot deployments, and evolving privacy, biometric and artificial intelligence laws and regulations across the jurisdictions in which we operate or intend to operate; our ability to obtain, maintain, protect and enforce our intellectual property rights and to defend against third-party claims of infringement or misappropriation; and our reliance on third-party technology, platforms and licenses.

Legal, regulatory and general. The regulated industries and jurisdictions in which we operate; current or future laws or regulations or new interpretations of existing laws or regulations, including those applicable to digital assets, robotics, autonomous systems, consumer protection, advertising and endorsements; the risk that our marketplace arrangements, or the manner in which they are described, are characterized differently than we intend by regulators or courts; the failure of counterparties to perform their contractual obligations; litigation, regulatory inquiries, investigations and enforcement actions, and their costs and outcomes; business, economic, market and capital-market conditions; competition in our industry; changes in market demand for, and the pricing of, our products and services; our ability to define, design and release new products and services in a timely manner that meet customer needs; our ability to attract, retain and motivate qualified personnel, including key management; our ability to manage our growth and our transition; and our ability to maintain effective internal control over financial reporting and disclosure controls and procedures.

This list of factors is not exhaustive. Additional risks and uncertainties are described more fully in our filings with the U.S. Securities and Exchange Commission (the "SEC"), including our Annual Report on Form 10-K for the year ended December 31, 2025, our Quarterly Reports on Form 10-Q, and our subsequent filings, which are available on the SEC's website at www.sec.gov. Investors are urged to review the liquidity, capital resources and going concern disclosures contained in those reports.

The forward-looking statements in this Communication speak only as of the date hereof. Except as required by law, neither AiXCrypto nor any other person undertakes any obligation to update or revise any forward-looking statement or financial projection set out herein, whether as a result of new information, future events or otherwise. This Communication is provided for informational purposes only, does not constitute an offer to sell or the solicitation of an offer to buy any security, and does not constitute investment, tax or legal advice or any investment recommendation, and does not take into account the investment objectives or financial situation of any person. AiXCrypto reserves the right to amend or replace the information contained herein, in whole or in part, at any time, and undertakes no obligation to notify any recipient thereof. Readers are cautioned not to place undue reliance on these forward-looking statements. This caution is made under, and these forward-looking statements are intended to be covered by, the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995.

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03	One Brain, Multiple Forms; Multiple Forms, Multiple Capabilities — Core competitive advantages that set FFR apart from Tesla	Core competitiveness grounded in natural evolution
04	User acquisition: channels × use cases × open ecosystem — Accelerating global expansion	A distinctive, highly competitive approach to building the user ecosystem
05	Built in USA + information security — Strengthening U.S. companies' global industry competitiveness and brand credibility	Policy support and manufacturing expertise create a strong competitive advantage. - FCC and ICTS policy tailwinds create a competitive moat for FF Robotics 12 years of technology development position FF among the first to deliver robots at scale
06	Financial projections & valuation benchmarking	Monthly sales hitting successive record highs in 2026; Quarterly operating cash flow projected to turn positive in Q3 2028
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01 FFR Overview: An Embodied AI Company, 12 Years of Automotive Capabilities Powering Robotics

The first U.S. EAI robotics OEM to deliver humanoid and bionic robots, and No. 1 in shipments up to date

■ Company profile

FFR is a U.S. Embodied AI (EAI) robotics OEM building a Four-Core Full-Stack AI Ecosystem across, EAI Brain and Developer Platform, EAI Devices, Industry Productivity Solutions, EAI Data Factory. And It is the first U.S. company to deliver both humanoid and bionic robots, advancing the robotics industry's growth.

Four-Core Full-Stack AI Ecosystem

The only company in North America with an initial Four-Core Full-Stack AI Ecosystem, serving education, industry, security and commercial services. The delivery, data collection, brain evolution, capability improvement and deployment cycle supports commercialization at scale.

One Brain, Multiple Forms; Multiple Forms, Multiple Capabilities

- One intelligent brain powers multiple robot form factors.
- Multiple robot form factors serve diverse use cases.

12 years of automotive expertise

FFR applies FF's 12 years of U.S. R&D, AI software, supply chain, manufacturing, quality, compliance, delivery and user operations to robotics. FFAI Group has invested approximately \$4B, with 50% allocated to R&D.

Built in USA program: building U.S. robotics manufacturing capabilities

- U.S. assembly, with FF's own factory opening in 2026
- Hanford manufacturing facility
- First EAI robot off the U.S. line in February 2027

Five-year targets

- Top 3 among U.S. companies in global EAI device sales
- Top 3 in industry ecosystem revenue



Note: 2026E–2028E figures are forward-looking targets based on the company's business plan, not performance commitments. Actual results may differ.

01 Management Team: Deep EAI Industry Experience & FFAI Group Empowerment

FF Robotics & FFAI Management Team



YT Jia
FFAI Founder & CEO

- Background
- EAI ecosystem builder
 - Founder of LeEco ecosystem and FFAI
 - 26 years of industry experience



Jerry Wang
FFAI Executive Chairman
AIXC CEO

- Background
- FFAI founding team member, 2014–2026 (12 years)



Andrew Grossman
Head of Legal

- Background
- Led legal, governance and strategy at AlivCrypto Holdings (incl. robotics business and corporate transformation)
 - Former General Counsel of Neon Machine
 - 20+ years as partner at WilmerHale and Paul Hastings (M&A, capital markets, technology & IP)



Chris Chen
FFR SVP, Business
Development, Growth & Revenue

- Background
- 20+ years in the automotive, technology and AI industries
 - Leads commercialization of the "Four Core Full Stack" strategy and Physical AI ecosystem building



Terry Wang
FFR SVP, Strategy, Business &
Operations, Compliance & Risk
Control

- Background
- 20 years of strategic planning and operations experience at internet and EV companies
 - Former General Manager of LeEco PMO



Hong Rao
Head of EAI Brain & EAI R&D

- Background
- Former VP of Connected Vehicle, Autonomous Driving & AI at FF
 - CTO of Borgs
 - Senior Director of Mobile Software Engineering at Motorola



Aaron Ma
Head of Industrial Productivity
Solutions & Data Factory

- Background
- 20+ years of automotive and smart device R&D experience
 - Former Head of Automotive R&D and VP of IAI Software R&D at FF
 - Previously at LeEco and Meizu



Yongqiang Yang
Head of Open Source &
Developer Platform

- Background
- 25 years of technology management and industry experience
 - CTO of LeTV
 - Co-founder and Chairman of LeCloud; pioneer of China's cloud video industry
 - Built China's first smart TV app store and open platform; multiple Chinese and U.S. patents



Jim Gao
Head of Device, Product & PLE

- Background
- 15 years of product R&D in internet, consumer electronics and EVs
 - Held roles at Sina, iQIYI, LeTV and LeTV US
 - Led multiple products from 0 to 1, with user bases exceeding 100 million



Jay Sheng
AIXC President & CFO

- Background
- 16+ years of cross-border management in Europe and the U.S.; operations and board governance expertise
 - Former GM of AVIC Beiqi North America and Acting GM of Europe
 - Former Independent Director & Audit Committee Chair at FF; INED & Audit Committee Chair at AIXC



Max Ma
Head of Supply Chain

- Background
- Regional Key Account Manager, Mercedes-Benz Technology
 - Business Unit Manager, Altran



Koti Meka
FFAI CFO

- Background
- Cost optimization, product development finance and corporate finance at Ford
 - 22 years of industry experience



Todd Harrington
FFAI General Counsel

- Background
- 20+ years of legal leadership experience
 - General Counsel at several technology companies before joining FFAI
 - J.D., Loyola Law School; B.S. EE, CSU Long Beach; admitted in California and before the USPTO



Tin Mok
Head of Middle East

- Background
- 15+ years of senior management in global consumer electronics
 - Part of FF's early founding team



Jason Song
Head of China

- Background
- Co-founder and President of SiTech Electric Vehicle
 - Former VP of Strategic Cooperation at FF; led establishment of FF's China HQ in Huanggang, Hubei

01 Investment Highlights: The Entry Point Before Value Is Unlocked

An opportunity to own a stake in a potential top-three robotics ecosystem among U.S. Nasdaq-listed companies, supported by strategic, business and capital-markets advantages

01 Strategic advantages

North America's only "four-core" ecosystem

EAI Brain and Developer Platform, EAI Devices, Industry Productivity Solutions, and EAI Data Factory evolve through a continuous delivery, data collection, brain evolution, capability improvement and deployment cycle.

Built in USA

Twelve years of automotive-grade capabilities position FFR among the first companies to deliver robots at scale.

One Brain, Multiple Forms; Multiple Forms, Multiple Capabilities

One intelligent brain powers multiple robot form factors; multiple robot form factors serve diverse use cases.

02 Business advantages

One brain already covers the complete Robot World

No. 1 in device shipments · 550+ units

Cumulative shipments through August 2026; the first U.S. company to deliver humanoid and bionic robots, the leading U.S. robotics OEM by shipments, and No. 1 in device sales.

The first U.S. EAI robotics education industry solution

A profitable, closed-loop Data Factory business

RoboShare (RaaS) lowers the adoption barrier, drives scaled deployment, and generates recurring service and asset-operating revenue.

03 Capital-markets advantages

Investment scarcity

Nasdaq offers few pure-play robotics investments. FFR is currently the only humanoid and bionic robotics company among them delivering at scale with positive contribution margin per unit.

Value not yet unlocked

A substantial portion of the robotics business's value remains unrecognized.

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02 Four-Core Full-Stack AI Ecosystem: FFR's Ecosystem Evolution Flywheel

■ Four-Core Full-Stack AI Ecosystem

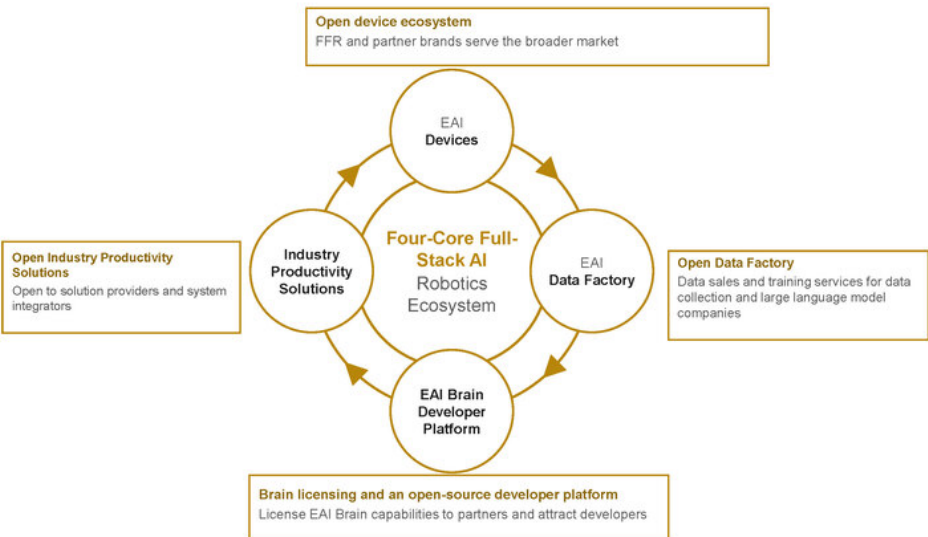
FFR's robotics business model combines EAI Brain and Developer Platform, EAI Devices, Industry Productivity Solutions, and EAI Data Factory. Each core operates independently while reinforcing the others through a flywheel that maximizes business value.

■ Internal flywheel

Data and capabilities circulate across the four cores: more devices → more data → a stronger brain → more deployments → more sales.

■ External flywheel

Opening all four cores builds a developer ecosystem around a reciprocal customer-supplier model. Partners buy FFR devices to develop skills, solutions and components. FFR purchases and integrates their capabilities, expanding the ecosystem and increasing device sales.



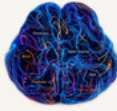
02 Four-Core Full-Stack AI Ecosystem: Business Progress

01 EAI Brain & Developer Platform

100% deployment

100 skills / 200 developers

- Simulation motion-tracking success rate validates cross-form-factor compatibility
- Core stack: AI interaction, VLA, manipulation and WBC
- VLA fine-tuning on NVIDIA GR00T; SONIC advances WBC
- Commercialization framework established: Soul Framework / Brain Blocks / SDK



02 EAI Devices

550+ units

- Cumulative shipments with positive contribution margin per unit
- 2026 target: 2,001 units; ~130,000 units over five years
- Focus on education, industry, security and inspection



03 Industry Productivity Solutions

Year-end 2026

Across education, industry, security and commercial services, translate EAI capabilities into repeatable, deployable and scalable industry productivity solutions.



04 EAI Data Factory

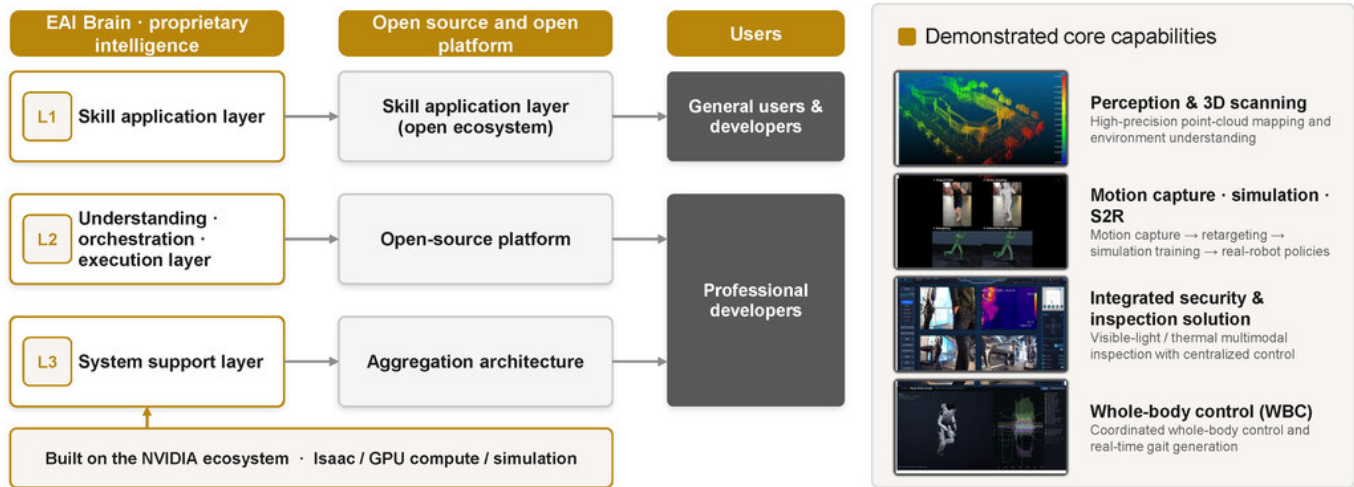
2,100 hrs/month (Aug. 2026) →
20,000 hrs/month (year-end 2026)

- Integrated collection → training → evaluation → deployment → continual learning cycle
- 50,000 hours of real-world data targeted for the year, building a lasting competitive advantage
- Data business revenue exceeds \$400,000



02 Four-Core Full-Stack AI Ecosystem: EAI Brain & Developer Platform

Key takeaway The EAI Brain is FFR's proprietary software stack, with a four-layer architecture spanning skill applications to system support. Built on the NVIDIA ecosystem, it serves general users and professional developers through an open-source, open platform.



02 Developer Platform: An Open Ecosystem Accelerating Deployment

01

Brain Blocks programming

Block-based programming platform · Full path from Blocks to ROS 2 · No-code deployment across robot models · Natural-language Vibe Coding

02

EAI Souls engine

A robot "soul" and personality engine · Customizable character, voice and knowledge bases · More personalized companionship

03

Create Studio (beta)

Video-to-motion creation tool · Upload a video to generate robot movements · Enables students and creators to produce robot content

04

SDK / API development kit

Local tools for professional developers · Pre-deployment simulation testing · One-click deployment to physical robots

05

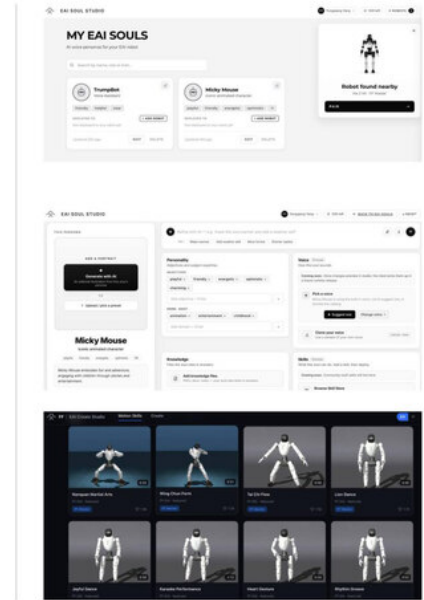
Developer portal

A unified developer portal · For young developers, educators, creators, engineers and researchers · Develop, test, publish and manage Agent Skills end to end

06

Youth skills store

A marketplace for student-created Agent Skills · Students publish projects and build portfolios · Peers and teachers discover, test and share



02 Four-Core Full-Stack AI Ecosystem: EAI Devices

Three form factors, five series, 11 models: humanoid, quadrupeds and mobile manipulators

Humanoid	Futurist Flagship full-size humanoid 51 DOF · 172 cm/55 kg · Thor platform · 3D LIDAR · Education/research/industrial training From \$89,900		Master Mid-size athletic humanoid 131 cm/39 kg · 31 DOF · Orin platform · 50+ languages/30+ expressions · Guided tours and shows From \$29,990		Master Mini Compact humanoid 100 cm/20 kg · Pro/Ultra From \$9,990		Nova Entry-level miniature humanoid Under 50 cm · Home companionship Pricing TBA	
	Navi Foundational learning quadruped 8 kg weight · 3D-printed/DIY · Visual programming · STEM education/home companionship \$1,990		Aegis Professional quadruped 10 kg payload · Quadruped or four-wheel · 30° slope/35 cm obstacle · 5.5 m/s · Education/security & inspection From \$3,990		Aegis Ultra-W Lightweight professional wheel-legged quadruped ~22 kg · 5.5 m/s · 65 cm obstacle · Security/companionship From \$12,990			
	Aegis Mega A Mid-size industrial wheel-legged quadruped 50 kg payload · 25 cm steps/80 cm obstacle · Security/inspection \$74,990		Aegis Mega D Mid-size industrial wheel-legged quadruped Dual hot-swap batteries, 5 h · Multi-payload modules \$74,990		Aegis Hyper Large industrial quadruped All-weather · Thermal imaging/gas detection/3D scanning \$137,900			
	Faber Mobile manipulator 5 kg payload per arm · 7 DOF · Height-adjustable body · 2 m/s · Dual LIDAR · Thor computing · Autonomous charging — production, sorting and data capture Contact sales for pricing							

One Brain, Multiple Forms; Multiple Forms, Multiple Capabilities — the broadest EAI device portfolio by form factor in the U.S. market, spanning education, industrial application, security & inspection, and entertainment.

Four-Core Full-Stack AI Ecosystem: Industry Productivity Solutions & Developer Platform — Four Core Use Cases

Education

A learning platform for K–12 and research

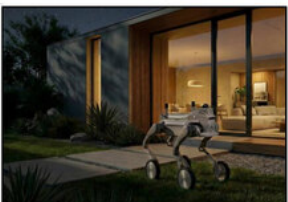
All six series & Navi



Security / inspection

Patrol, monitoring and industrial inspection

Aegis



Industry

Manufacturing, logistics and material handling
Faber



Commercial services

Reception, guided tours, entertainment and services

All six series



02 Four-Core Full-Stack AI Ecosystem: EAI Data Factory

Proprietary Data OS · Centralized + decentralized · Four data types · High-margin revenue with repeat purchases

Business model — centralized + decentralized

Centralized data factory

1,000 m² · 50+ devices · 6 real-world environments

- 01 **Simulation + egocentric capture**
Proprietary full-stack software; high-quality foundation-model training data
- 02 **Egocentric data capture**
Real-world capture at LA HQ; first supermarket-shelf environment deployed
- 03 **Teleoperation data**
Motion-data commercialization underway; first order signed in May 2026

Decentralized data factory

Accessible distributed collection · Real-world feedback loop

- 01 **Integrated with EAI Devices**
Every deployed device feeds data back to the brain
- 02 **First autonomous collection robot**
First humanoid for autonomous data collection delivered

Technology — four data types → one pipeline

- ▶ **Human video**
First- and third-person multimodal capture → manipulation trajectories
 - ▶ **Teleoperation**
Centralized factory; 50+ devices across 6 environments → motion data
 - ▶ **Autonomous operation**
Decentralized real-world operations → continuous feedback
 - ▶ **Simulation**
Isaac Sim / MuJoCo; long-tail and high-risk scenarios → synthetic trajectories
- Output: standardized LeRobot trajectories; cross-form-factor compatibility**

Post-processing pipeline

- ① **Preprocessing and alignment**
Multimodal time alignment · denoising · sequence segmentation · sensor calibration
- ② **Extraction and retargeting**
Skeleton/keypoint extraction · Retargeting · Motion label generation
- ③ **Annotation, cleaning and validation**
Automated annotation · human QA · model-based validation · dataset construction

Data platform and revenue milestones

- ▶ **Data marketplace**
On-demand search across four data types for external buyers
- ▶ **Decentralized contributors**
Crowdsourced collection · privacy · incentives
- ▶ **Annotation and orchestration**
Scaled annotation · quality control · workflow orchestration
- ▶ **Quality dashboard**
KPI monitoring · Dataset versioning · Compliance governance
- ▶ **Infrastructure**
Centralized factory + decentralized network + Isaac Sim / MuJoCo; data lake and training compute

Three commercial milestones — August 2026

- 01 **First sales order**
EAI Data Factory signs its first sales order - concept turns into revenue.
Data business revenue exceeds \$400,000.
- 02 **End-to-end commercial validation**
Data monetization validated: collection → processing → delivery → revenue.
- 03 **Accelerating the flywheel**
Device → data → brain flywheel now self-reinforcing



“Data is no longer just a cost. It generates revenue with clear pricing, high margins and repeat purchases.”

The EAI Data Factory closes the loop: proprietary Data OS · real-world collection · AI-driven pipeline · scalable, high-margin data revenue.

03 One Brain, Multiple Forms; Multiple Forms, Multiple Capabilities: Robot World

Futurist



Full-size professional humanoid for industrial and professional applications.

Master



Mid-size athletic humanoid for competition, education and companionship.

Master Mini



Compact humanoid for education, research and competition.

Nova



Entry-level humanoid to start your embodied AI learning journey.

Faber



Mobile manipulator for industrial automation and commercial services.

Aegis



Professional EAI quadruped for inspection and industry applications.

Navi



A Foundational AI learning quadruped for the next generation of AI developers.

Aegis Ultra-W



Pro lightweight wheel-legged quadruped for security patrol and home companionship.

Aegis Mega A



Mid-size industrial wheeled-legged quadruped with 50 kg payload for complex-terrain operations.

Aegis Mega D



Mid-size industrial wheel-legged quadruped with a single-chassis, multi-payload module design.

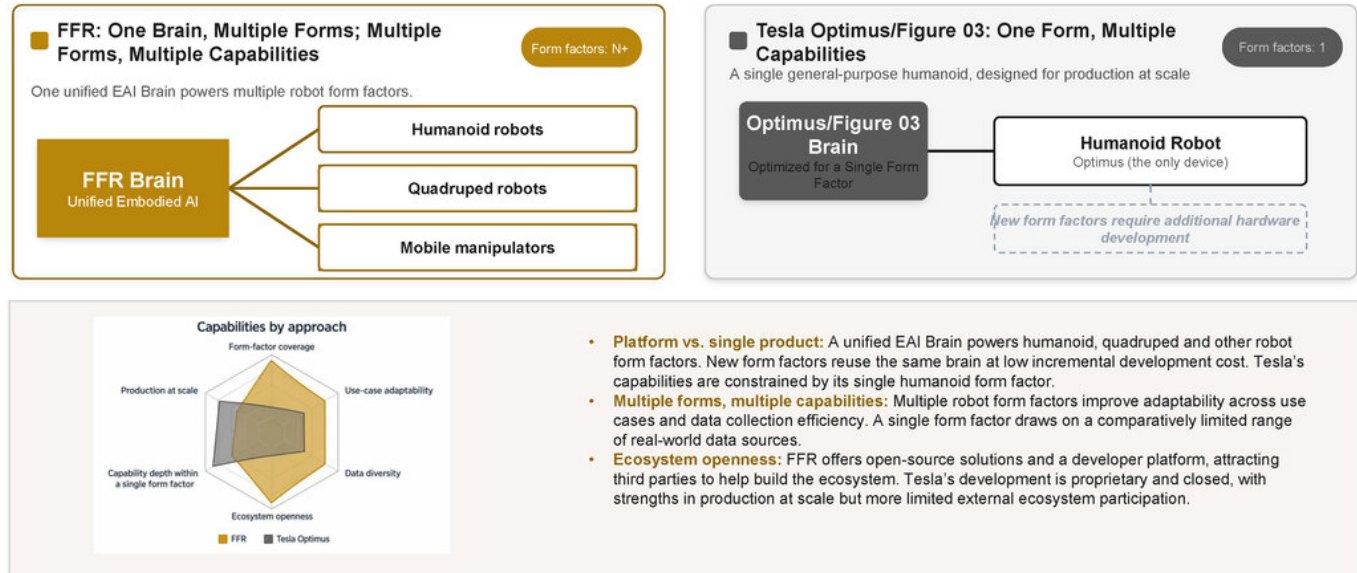
Aegis Hyper



Large industrial quadruped for all-weather autonomous inspection.

03 One Brain, Multiple Forms vs. One Form, Multiple Capabilities: FFR vs. Tesla/Figure

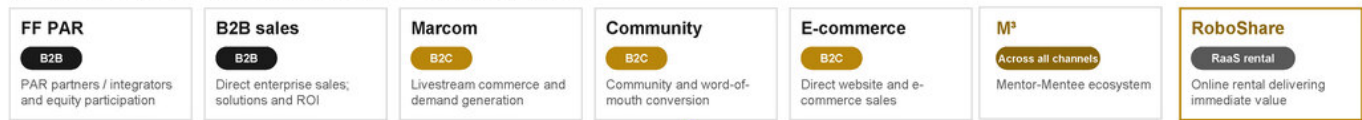
FFR's "One Brain, Multiple Forms; Multiple Forms, Multiple Capabilities" approach underpins a platform-based EAI ecosystem, with advantages across form-factor coverage, use-case adaptability, and ecosystem openness. Tesla/Figure focus on a single humanoid form factor, with an emphasis on production at scale.



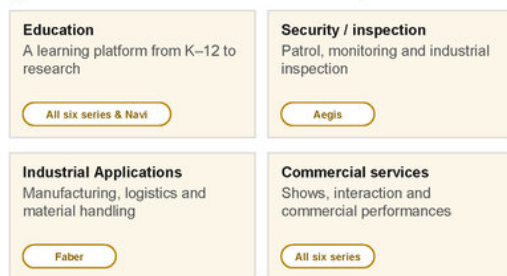
04 Customer Acquisition: Channels × Use Cases × Open Ecosystem

Sales channels, four core use cases and an open ecosystem jointly accelerate customer acquisition and global expansion

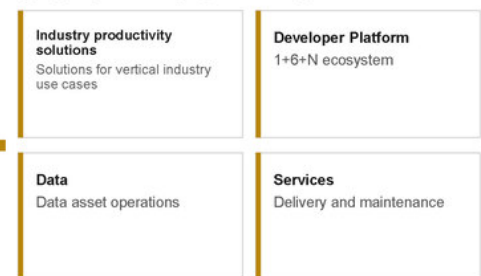
① Sales channels: reach and convert customers through 5+1+1



② Four core use cases: reach and adoption



③ Open partnerships: joint development



5+1+1 sales channels × four core use cases × open ecosystem = three models working together to drive customer growth

05 Built in USA + Information Security: FFR's FCC & ICTS Competitive Moat

Management views the new policy as supporting U.S. EAI robotics rather than eliminating the category: a place-of-production standard excludes foreign-made finished robots and encourages domestic manufacturing. For FFR, this is a policy-driven reshaping of the landscape — with FFR on the benefiting side.

Policy interpretation

Core rationale: block foreign-made products, not the industry

Protecting U.S. companies and industrial competitiveness. A blanket ban is unlikely — it would equally harm Tesla Optimus, Figure and FF, contrary to Washington's intent. The rules block "foreign-made finished products" and support "Built in USA."

Current: finished robots blocked — the test is production location

Products failing the "domestic end product" standard cannot obtain FCC authorization for import, marketing or sale — the test is production location, not nationality.

Pending: components tighten in stages; U.S. assembly is the runway

Component policy is expected to tighten in stages; "imported components + U.S. final assembly" provides a transition runway — early movers hold the advantage.

Outlook: ICTS likely extends to robotics — a second layer atop FCC

ICTS is likely to extend to robotics, adding foreign-adversary thresholds on top of the FCC's production-location test — a dual layer of constraints.

Net effect: products blocked, regulation layering — U.S. entry barriers keep rising

U.S. entry for Chinese supply-chain partners: the policy encourages U.S. component manufacturing; FF's bridge model offers partners a compliant entry route.

Regulation-driven competitive advantages for FFR

1.1 Compliance and localization hurdles deter new entrants

1.2 Overseas EAI players face rising regulatory uncertainty

1.3 FFR's U.S. platform gains supplier choice and pricing power

1.4 Scarcer compliant supply strengthens FFR's channel position

1.5 Compliant U.S. supply is scarce — FFR is the long-term partner

1.6 While rivals stall, FFR compounds channels, scenarios and data

If components also tighten? Phased buffers + multi-sourcing + priority localization of high-value parts + in-house Faber production. A blanket ban would contradict reshoring goals and hurt the whole industry — considered unlikely.

Risk Disclosure: this slide includes policy interpretations and forward-looking estimates (component tightening pace; ICTS extension to robotics); neither is guaranteed. Formal component cost determinations, Conditional Approval and ICTS compliance assessments should be verified by trade / FCC counsel. Sources: FCC DA 26-796 (Jul. 28, 2026) - 48 CFR §25.101(a) - BIS Connected Vehicle ICTS Final Rule

05 Built in USA: 12 Years of Technology Development Position FFR Among the First to Deliver at Scale

Built in USA roadmap: factory opening in 2026, first new product in February 2027

Phase 1

Core capabilities · through July 2026

- Initial development of three cores:
- 1. EAI Brain and Developer Platform
 - 2. Industry Productivity Solutions
 - 3. EAI Data Factory
- U.S. manufacturing site assessment and planning underway, including Hanford.

During 2026

Robotics factory begins operations

Phase 2

Assembled in USA · 2026.8 – 2027.2

Accelerate U.S. assembly of EAI devices and related components.
Robotics factory opens in 2026, with the first new EAI device off the line in February 2027.

February 2027

First new EAI device off the line

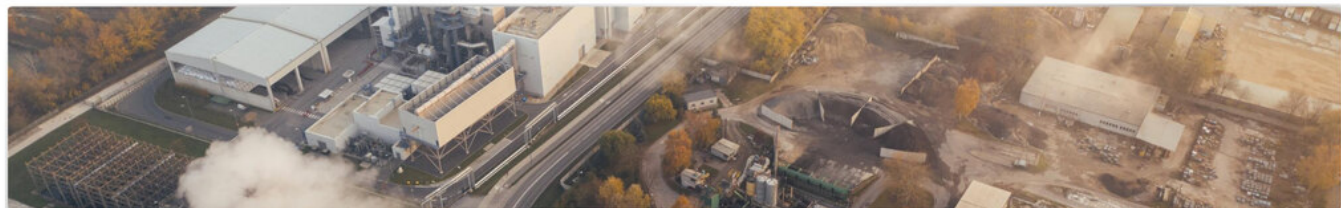
Phase 3

Complete “Built in USA” · target Q4 2028

U.S. manufacturing of EAI devices, related components and key components that advance the industry.

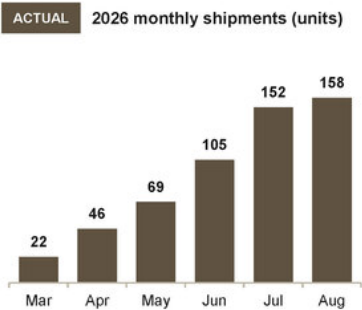
3–5 Models / year

New models launched and manufactured in the U.S. annually



06 Financials & Valuation: Monthly Sales at Record Highs in 2026; Quarterly Operating Cash Flow Turns Positive in Q3 2028

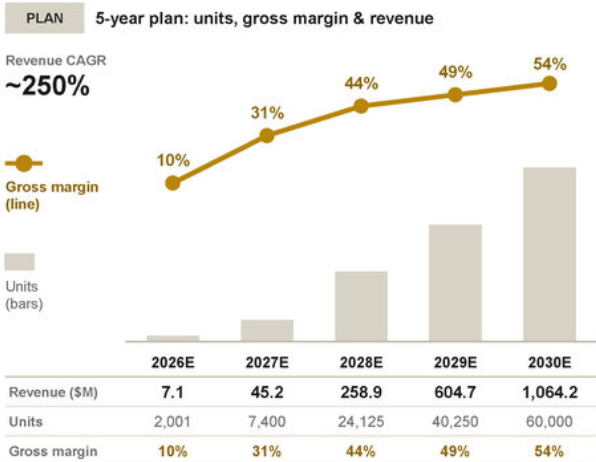
Actual shipments (monthly) → 5-year plan (annual): Units (bars) × Gross margin (line) + Revenue



552 units

Mar–Aug cumulative · new high every month

Actual financials	Revenue	GM
4Q25A	\$0	n/a*
1H26A	\$1.14M	31%



134K units

5-yr cumulative units (2026E–2030E)

150×

Revenue growth 2026E → 2030E

\$1.06B

2030E revenue

+\$361M

2030E EBITDA

Q3 2028

Quarterly operating cash flow turns positive

GM 10% → 54%: entry-level education models first (positive unit margin) → richer product mix, ecosystem & software reaching 49% of revenue → growing recurring revenue per installed robot + scale cost-down and capacity ramp

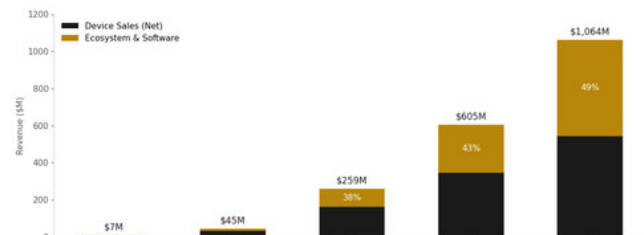
* No revenue in 4Q25 (opex \$0.90M), so no GM. Actuals from the Robotics Business carve-out combined financial statements (as of 6/30/2026, unaudited); no quarterly split, hence 4Q25 and 1H26 shown. Monthly shipments per internal data.

PROPRIETARY AND CONFIDENTIAL

06 Financial Projections: Five-Year Financial Overview

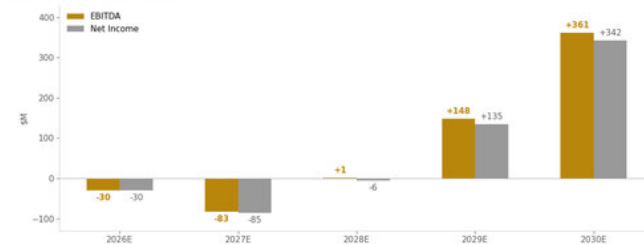
Revenue grows 150x in five years, with ecosystem and software reaching 49%

Revenue mix - device sales x ecosystem and software (\$M)



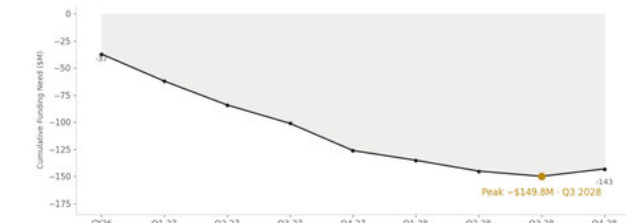
EBITDA turns positive in 2028, reaching +\$361M in 2030E; gross margin rises from 10% to 54%

EBITDA and Net Income (\$M)



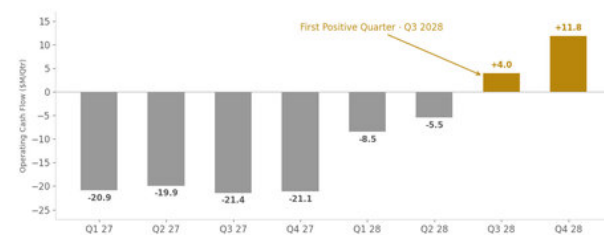
Peak cumulative funding need of ~\$150M (Q3 2028); five-year CapEx of \$98M

Cumulative funding need - operating basis, before financing (\$M)



Quarterly operating cash flow turns positive in Q3 2028; FY2028 reaches +\$1.8M

Quarterly operating cash flow - Q1 2027 - Q4 2028 (\$M/Qtr)



06 Valuation Benchmarking: FF Robotics at \$200M vs. Peers

2027E P/S = market cap ÷ 2027E consensus revenue (FactSet / Capital IQ) · U.S. split into “Specialized Robotics” and “Embodied AI Robotics”

Greater China listings · embodied AI / collaborative robots + FFR

Unitree Mkt cap \$32.9B · 27E revenue \$791M · STAR Market 2026		Mkt cap \$32.9B	41.6x
Dobot Mkt cap \$1.2B · 27E revenue \$161M · HKEX 2024		7.6X	· mkt cap \$1.2B
UBTech Mkt cap \$5.1B · 27E revenue \$901M · HKEX 2023		5.6X	· mkt cap \$5.1B

FF Robotics \$200M · BP FY27E \$45M		4.4x	· Entry \$0.2B
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Regional median 7.6x — FFR is below the median of all Greater China embodied AI peers

Conclusion:

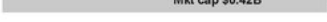
FFR's 4.4x is below both peer-group medians; and in the U.S. market, the number of listed embodied AI robotics companies is 0 —
Upon closing, FFR will be the first listed embodied AI robotics company in the U.S., commanding scarcity pricing.

U.S. listings · embodied AI robotics (humanoid / quadruped)

0

There is currently no listed embodied AI robotics ecosystem company in the U.S.
Upon closing, FFR becomes the first — at an entry multiple of just 4.4x (2027E P/S).

U.S. listings · specialized robotics (warehousing / delivery / service / security)

Symbotic Mkt cap \$24.1B · 27E revenue \$3,619M · Warehouse automation		6.7X	· mkt cap \$24.1B
Serve Robotics Mkt cap \$0.42B · 27E revenue \$33M · Last-mile delivery		12.6X	· mkt cap \$0.42B
Richtech Robotics Mkt cap \$0.42B · 27E revenue \$7M · Service robots		Mkt cap \$0.42B	62.2x
Micropolis AI Mkt cap \$0.03B · 27E revenue \$14M · Security		2.5X	· mkt cap \$0.03B
Knightscope Mkt cap \$0.03B · 27E revenue \$39M · Security patrol		0.8X	· mkt cap \$0.03B

Group median 6.7x / mean 17.0x — FFR's 4.4x remains below the group median

Note: Market caps and 2027E revenue are FactSet / Capital IQ consensus and market data (snapshot as of 2026-09-05; to be refreshed before release). The two panels use different x-axis scales. FFR's multiple is based on the \$200M contribution price ÷ BP v10.0 FY2027E revenue of \$45M. Private references: Figure AI ~\$39B, Apptenionk >\$5.5B, Agility \$2.5B (SPAC listing in progress; no revenue forecast). Illustrative only; not an offer of securities.

06 U.S. Peer Benchmarking: Significant Growth Potential for FFR

		FFR One-Brain Multi-Form Robot World The only investment combining deliveries, positive contribution margin and public-market liquidity	Agility Robotics Single industrial humanoid: Digit	Figure AI Single general-purpose humanoid: Helix
① Strategy	Product form factors	One Brain, Multiple Forms: 3 forms / 6 series / 25 models	Single form factor: Digit (currently v4)	Single general-purpose humanoid
	Use cases	Education, industry, security / inspection and commercial services	Warehouse logistics	Logistics / manufacturing pilots
② Business	Cumulative deliveries	550+ units; No. 1 in U.S. shipments	Single-digit shipments; 9 pilot production lines	-
	Product status	Volume deliveries underway; first unit off FFR's U.S. line in Feb. 2027	v5 not yet in volume production (2026 launch planned)	Figure 03 in small batches
	Ecosystem revenue	First Data Factory order: \$400K, delivered and recognized	\$300M+ lease contracts with a related party; 453,000 warrants, released against milestones	-
③ Financials	Latest revenue	\$1.52M cumulative (independent third-party customers)	FY2025: \$1.78M (64% related-party)	-
	Margin / profit (actual)	+30% positive contribution margin	~151% gross margin (\$2.7M gross loss)	-
	Cash burn	~\$150M cumulative funding to breakeven in 2028	2025 cash uses: \$102M; going-concern uncertainty	-
	Breakeven timing	Q3 2028 (positive operating cash flow)	Not disclosed	-
④ Capital	Listing / transaction	Reverse merger: Q4 2026	SPAC (Churchill XI); expected Q4 2026–Q1 2027	Private; no S-1 filed
	Valuation	~\$200M	\$2.5B pre-money (=12.5× FFR)	\$39B (=195× FFR)
	2027E P/S	4.4× (contribution valuation)	No revenue guidance; 2~25× at implied full order capacity	-
	Proposed financing	\$10–30M	~\$620M (\$420M trust + \$200M PIPE)	~\$1.9B raised privately to date

Sources: Public filings and company investor materials: Agility Robotics Investor Presentation (June 24, 2025) and Form S-4 (FY2025 audited financials, Note 14); Figure AI's self-reported Financial Profile, FFR company data. Forward-looking figures are identified as in the sources. Illustrative only; not an offer of securities.
2027E P/S: FFR contribution valuation / BP FY2027E revenue of \$43M; Figure self-reported 2027E revenue of \$110M. Agility has no revenue forecast; 2~25× is an implied lower bound using its order economics (1,000 units × ~\$100K/unit/year), assuming all units are delivered and recognized for a full year. The actual multiple may be higher.

06 AIXC Cap Table Overview

Source: AIXC Cap Table - Shares (USD)

21,108,884

Total Outstanding Common Stock

Authorized 225,000,000 shares

579,518

Warrant Outstanding

601

Series A-2 Preferred Stock

Authorized 15,000,000 shares

4,122

Series B Preferred Stock

Authorized 15,000,000 shares

Outstanding vs. Authorized

Share Class	Outstanding	Authorized	Utilization
Common Stock	21,108,884	225,000,000	9.38%
Warrants	579,518	—	—
Series A-2 Preferred	601	15,000,000	0.004%
Series B Preferred	4,121.79	15,000,000	0.03%

Unconverted Preferred → As-Converted Common

Preferred Class	Unconverted	As-Converted Common Stock
Series A-2	601	267,587
Series B	4,121.79	1,835,170
Total	4,722.79	2,102,757

Conversion price is \$2.246 for both series (Stated Value \$1,000/share).
Already-converted preferred is excluded — its common shares are already reflected in the outstanding common stock balance.

As Converted Total Outstanding Shares≈ 23,791,159

= Common Stock 21,108,884 (incl. historically converted preferred, not double-counted) + Warrants as exercised 579,518 + as-converted common from unconverted Series A-2/B 2,102,757.

Appendix Agility Robotics: \$2.5B Valuation Prices In Long-Term Scale

Business scale: still early-stage

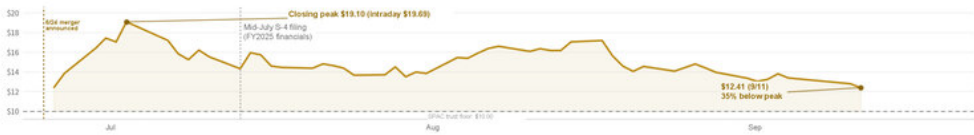
Current revenue	Nearly pre-revenue; offering materials present cash uses without a separate revenue line
2025 cash uses	\$102M (opex \$111M = SG&A \$37M + R&D \$74M)
Flagship product	Digit v5 launch planned for 2026, before volume delivery; current deployments use v4
Commercial deployment	9 customer production lines; 65,000 cumulative operating hours
Order backlog	\$300M+ (1,000 v5 units / 3-year RaaS / milestone-linked; not current revenue)
Equity raised to date	>\$390M since inception

Valuation: already elevated

\$2.5B pre-money equity value

Implied valuation multiple (basis)	Multiple
Valuation / current revenue Pre-revenue; no material current revenue	n.m.
Valuation / \$300M+ backlog Multi-year and milestone-linked, not annual revenue	~8x
Valuation / ~\$100M potential annual revenue 1,000 units x ~\$100K/unit/year, assuming full delivery	~25x
Valuation / \$390M equity raised Step-up since inception	~6x
Valuation / \$102M cash uses in 2025 Current cash burn	~24x

Share price: nearly doubled after announcement, then declined CCXI daily close, June 25–Sept. 11, 2026



- Before announcement: near the ~\$10 trust floor
- Peak: ~90% gain; intraday high of \$19.69
- Sept. 11: \$12.41, down 35% from peak, still 24% above the floor

Key takeaway The \$2.5B valuation largely reflects a long-term 10,000+ unit deployment scenario, versus 9 deployments, minimal revenue and an unlaunched flagship today. Shares have fallen 35% from their closing peak but retain a ~24% premium to the trust floor, indicating continued demand for scarce publicly traded humanoid robotics investments.

Sources: Agility Robotics Investor Presentation (June 24, 2026) and Form S-4. CCXI daily closing prices: stockanalysis.com, through Sept. 11, 2026. Illustrative only; not investment advice or an offer of securities.

Thank you

