

Risk Factors Comparison 2025-03-19 to 2024-03-20 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text **Moved Text Section**

In addition to the other information in this Annual Report on Form 10-K and in other filings we make with the Securities and Exchange Commission, the following risk factors should be carefully considered in evaluating our business as they may have significant impact on our business, operating results and financial condition. If any of the following risks actually occurs, our business, financial condition, liquidity and results of operations and our future prospects could be materially and adversely affected. Because of the following factors, as well as other variables affecting our operating results, past financial performance should not be considered as a reliable indicator of future performance and investors should not use historical trends to anticipate results or trends in future periods. Summary of Risk Factors Below is a summary of **some of the** material factors that make an investment in our securities speculative or risky. Importantly, this summary does not address all of the risks and uncertainties that we face. The ~~below summary~~ **risk factors summarized** is qualified in its entirety by those more complete discussions of such risks and uncertainties. You should consider carefully the risks and uncertainties described in Part I, Item 1A, "Risk Factors" in this Annual Report on Form 10-K as part of your evaluation of an investment in our securities. Risks Related to Our Business • We rely on consumer discretionary spending, which may be adversely affected by macroeconomic conditions ~~or trends~~. • Advertising inaccuracies or product mislabeling may have an adverse effect on our business. • Our revenue has declined for ~~two~~ **three** consecutive years. If we are unable to achieve profitable growth in the future, our business could be adversely affected. • Our quarterly operating results fluctuate, which could cause our stock price to decline. • We have incurred significant losses since inception, we expect to incur losses in the future, and we may not be able to generate sufficient revenue to achieve and maintain profitability. • We ~~will~~ **may** require additional financing ~~to achieve our goals~~, and a failure to obtain this necessary capital when needed could adversely impact us. • **We may not be able to compete successfully** ~~Success of our retail and product innovation strategies depends on a variety of factors~~. • ~~We may not be able to compete successfully~~ **must find sustainable solutions that support our brand and long-term growth**. • If we fail to cost-effectively acquire new consumers or retain our existing consumers, our business could be adversely affected. • ~~Our Maintaining consumer awareness of our brand, building brand loyalty and generating interest in our products requires substantial spending on advertising and marketing, and our~~ **reduction in this** spending to achieve profitability may adversely affect ~~us~~ **our brand awareness**. • Our brand and reputation may be diminished due to real or perceived quality, safety, efficacy or environmental impact issues with our products. • Failure to introduce new products that meet the expectations of our customers may adversely affect us. • Government regulation of the Internet and ecommerce is evolving, and unfavorable changes or failure by us to comply with these regulations could have an adverse effect on our business. • We may become subject to product liability claims, which could materially harm our business and liquidity. • We are subject to a number of other laws and regulations, which could impact our business. • We **have pursued and may in the future pursue acquisitions to expand our business, and if any of those acquisitions are unsuccessful, our business may be harmed**. • We may experience damage or destruction to our distribution centers, which may harm our business. • We are dependent on our management team, and the loss of one or more key employees ~~or groups~~ could harm our business. • Labor-related matters, including labor disputes, may adversely affect our operations. • Our business, including our costs and supply chain, is subject to risks associated with ~~sourcing~~ **outsourcing**, manufacturing, warehousing, distribution, infrastructure and logistics to third-party providers, and the loss of any of our key suppliers or logistical service providers could negatively impact our business. • Shipping is a critical part of our business and any changes in our shipping arrangements or any interruptions in shipping could adversely affect our operating results. • Risks associated with the outsourcing of our fulfillment process and other technology-related functions, **including our transition to Shopify**, could materially and adversely affect our business. • ~~We are seeking to expand the offering.....~~ **reasonable basis, or at all**. We are subject to risks related to online payment methods, including third-party payment processing-related risks. • We currently accept payments using a variety of methods, including credit card, debit card, and gift cards. As we offer new payment options to consumers, we may be subject ~~unable~~ **to** additional regulations ~~adequately obtain~~, compliance requirements, fraud and other risks. We also rely on third parties to provide payment processing services, and for certain payment methods, we pay interchange and other fees, which may increase over time and raise our operating costs and affect our ability to achieve or maintain profitability. We are also subject to payment card association operating rules and certification requirements, including the Payment Card Industry Data Security Standard, or PCI-DSS, and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. If we (or a third-party processing payment card transactions on our behalf) suffer a security breach affecting payment card information, we may be subject to lawsuits, have to pay onerous and significant fines, penalties and assessments arising out of the major card brands' rules and regulations, contractual indemnifications or liability contained in merchant agreements and similar contracts, and we may lose our ability to accept payment cards for payment for our goods and services, any of which could materially impact our operations and financial performance. Furthermore, as our business changes, we may be subject to different rules under existing standards, which may require new assessments that involve costs above what we currently pay for compliance. As we offer new payment options to consumers, including by way of integrating emerging mobile and other payment methods, we may be subject to additional regulations, compliance requirements and fraud. If we fail to comply with the rules or requirements of any provider of a payment method we accept, if the volume of fraud in our transactions limits or terminates our rights to use payment methods we currently accept, or if a data breach occurs relating to our payment systems, we may, among other things, be subject to fines or higher transaction fees and may lose, or face restrictions placed upon, our ability to accept credit card payments from consumers or

facilitate other types of online payments. In addition, our customers could lose confidence in certain payment types, which may result in a shift to other payment types or potential changes to our payment systems that may result in higher costs. We also occasionally receive orders placed with fraudulent data and we may ultimately be held liable for the unauthorized use of a cardholder's card number in an illegal activity and be required by card issuers to pay charge-back fees. Charge-backs result not only in our loss of fees earned with respect to the payment, but also leave us liable for the underlying money transfer amount. If our charge-back rate becomes excessive, card associations also may require us to pay fines or refuse to process our transactions. In addition, we may be subject to additional fraud risk if third-party service providers or our employees fraudulently use consumer information for their own gain or facilitate the fraudulent use of such information. Overall, we may have little recourse if we process a criminally fraudulent transaction. If we fail to adequately control fraudulent credit card transactions, we may face civil liability, diminished public perception of our security measures, and significantly higher credit card-related costs, each of which could harm our business, results of operations and financial condition. We are seeking to expand our offering of our own branded products in retail stores and platforms and our inability to secure, maintain and increase our presence in retail stores could adversely impact our revenue. Our omnichannel strategy includes selling our products through third-party e-commerce and retail partners (including their websites). Our retail operations were established in 2021 and include sales to retail stores and their related websites. Our future growth in initiatives depend in part on our continuing development of strong relationships with major retail chains. Despite our expansion into additional retailers, Target remains our largest retail partner, and our experience operating through the retail channel is limited. Factors that could affect our ability to maintain or expand our sales and our current or any future retail distribution partners include: failure to accurately identify the needs of our customers; a lack of customer acceptance of new products or product expansions; unwillingness of our retail distribution partners and customers to attribute premium value to our new or existing products or product expansions relative to competing products; failure to obtain floor space from retail distribution partners, new, well-received product introductions by competitors; damage to our relationships with our retail distribution partners due to brand or reputational harm; delays or defaults on our retail distribution partners' payment obligations to us; and store closures, decreased foot traffic, recession or other adverse effects resulting from public health crises. The loss of our relationship with Target or other current or future large retail partners could have a significant impact on our revenue growth. In addition, we may be unable to secure adequate shelf space in new markets, or any shelf space at all, until we develop relationships with the retailers that operate in such markets. We may not be successful in developing those relationships. Consequently, growth opportunities through our retail operations may be limited and our revenue, business, financial condition, results of operations and prospects could be adversely affected if we are unable to successfully establish relationships with other retailers in new or current markets. To date, our retail sales have not comprised a significant percentage of our total revenue. We also face competition to display our products on store shelves and obtain optimal presence on those shelves. Due to the intense competition for limited shelf space, retailers are in a position to negotiate favorable terms of sale, including price discounts, allowances and product return policies. To the extent we increase discounts or allowances in an effort to secure shelf space, our operating results could be adversely affected. We may not be able to increase or sustain our volume of retail shelf space or offer retailers price discounts sufficient to overcome competition. As a result, our retail distribution channels may not continue to grow and may shrink, and our sales and results of operations could be adversely affected. In addition, many of our competitors have significantly greater financial, manufacturing, marketing, management and other resources than we do, and may have greater name recognition, a more established distribution network and a larger base of wholesale customers and distributors. Furthermore, our retail sales, to the extent successful, may compete with and erode our DTC business. If we are unable to address these challenges, our business may be adversely affected. Our ability to compete effectively is dependent in part upon our ability to obtain, maintain, protect, defend and enforce our intellectual property and other proprietary rights..... claims of our applications. Enforcement of our intellectual property rights may be difficult and may require considerable resources. • We are not always able to discover..... damages, which may be significant. We rely on trademark, copyright, and patent law, trade secret protection, and confidentiality and / or license agreements with our employees, customers, and others to protect our proprietary rights. • We rely and expect to continue to..... developing our future products and services. We may be subject to claims that our employees, consultants or independent contractors have wrongfully used or disclosed confidential information of third parties or that our employees have wrongfully used or disclosed alleged trade secrets of their former employers. • Indemnity provisions We employ, and expect to employ in the future various agreements to which we are party potentially expose us to substantial liability for infringement, misappropriation individuals who were previously employed at universities or other violation companies, including our competitors or potential competitors. We may be subject to claims that our employees, consultants or independent contractors have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former employers or other third parties, or to claims that we have improperly used or obtained such trade secrets. Litigation may be necessary to defend against these claims. In defending such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or key personnel, which could adversely impact our business. • Even if we are successful in defending..... on acceptable terms or at all. We must successfully maintain, scale and upgrade our information technology systems, and our failure to do so could have an adverse effect on our business, financial condition, results of operations and prospects. • We continue to invest in and implement upgrades to our systems and procedures, including building new policies, procedures, training programs and monitoring tools. There are inherent costs and risks associated with replacing and changing these systems, including potential disruptions in our business operations, and additional operating or capital costs that could have an adverse effect on our business, financial condition, results of operations and prospects. If we (or our vendors) are unable to protect against or adequately respond to mitigate the impacts of a service interruption, data corruption, or cybersecurity attack, our operations could be disrupted, our reputation may be harmed and we could face significant costs to remediate the incident and defend against claims by business partners, customers, or regulators. • Such security breaches or other cybersecurity

incidents....., reputation and results of operations. We use open source software in our platform, which may subject us to additional risks and harm our intellectual property. • We use open source software in our....., prospects and results of operations. The actual or perceived failure by us or our vendors to comply with applicable privacy and data protection laws, regulations or industry standards could have an adverse effect on our business, financial condition, results of operations and prospects. • We collect, store, share,....., results of operations and prospects. Changes in existing laws or regulations or related official guidance, or the adoption of new laws or regulations or guidance, may increase our costs and otherwise adversely affect our business, financial condition, results of operations and prospects. • **Failure by** The regulatory environment in which we operate..... in avoiding the dissemination of false or **our deceptive environmental claims network of ecommerce partners, suppliers for or manufacturers to comply with laws and regulations, or with their-- the specifications and requirements of our** products - The Green Guides revisions introduced new and prescriptive guidance regarding advertisers' use of product certifications and seals of approval, "recyclable" claims, "renewable materials" claims, "carbon offset" claims and other environmental benefit claims. In October 2021, California passed a new environmental marketing law banning recyclability claims unless a product and / or its packaging meets specifically enumerated benchmarks focused on the practical realities of the recycling process; the benchmarks, which have not yet been enumerated, may be more stringent than those currently imposed..... to litigation and enforcement actions that could adversely affect our business, financial condition, results of operations and prospects. • Future changes in laws, regulations,....., results of operations and prospects. Our status as a public benefit corporation and a Certified B Corporation may not result in the **anticipated** benefits that we anticipate. • We are a public benefit corporation incorporated under Delaware law. As a public benefit corporation we are required, **our duty** to balance the financial **a variety of** interests of our stockholders with the best interests..... and status as a public benefit corporation may be harmed. While not required by Delaware law or the terms of our Charter, we have elected to have our social and environmental performance, accountability and transparency assessed against the proprietary criteria established by an independent non-profit organization. As a result of this assessment, we have been..... (iii) specific public benefits identified in our charter documents. In balancing these interests, our board of directors may take actions that do not maximize stockholder value. • Any benefits to stockholders resulting from our..... cause our stock price to decline. As a public benefit corporation, we may be subject to increased derivative litigation concerning our duty to balance stockholder and public benefit interests, the occurrence of which may have an adverse impact on our financial condition and results of operations. • As a Delaware public benefit corporation,..... financial condition and results of operations. We and our directors and executive officers may be subject to litigation for a variety of claims, which could harm our reputation and adversely affect our business, results of operations and financial condition. **Risks Related** In the ordinary course of business,..... claims made against us or be sufficient to **Ownership** indemnify us for all liability that may be imposed. Any claim against us, regardless of its merit, could be costly, divert management's attention and operational resources, and harm our reputation. Our directors and executive officers may also be..... Risks Relating to Ownership of Company Securities • The price of our Class A Common Stock and our warrants may be volatile. The value of our securities, including our Class A Common Stock and our warrants, may fluctuate due to a variety of factors, including: • changes in the industries in which we..... warrants regardless of our operating performance. Warrants are or may become exercisable for shares of our common stock, and additional shares of our common stock may become issuable, which would increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders. • Outstanding Public Warrants and Private Placement Warrants..... of our Class A Common Stock. The Public Warrants may never be in the money, and they may expire worthless and the terms of the Public Warrants may be amended in a manner adverse to a holder if holders of at least 65 % of the then- outstanding public warrants approve of such amendment. • The Public Warrants were issued in registered..... purchasable upon exercise of a Warrant. We may redeem unexpired Public Warrants prior to their exercise at a time that is disadvantageous to holders of the Public Warrants, thereby making the Public Warrants worthless. • We have the ability to redeem outstanding..... Common Stock could be adversely affected. Our taking advantage of certain exemptions from disclosure requirements available to "emerging growth companies" under the Securities Act of 1993, as amended, could make our securities less attractive to investors and may make it more difficult to compare our performance with other public companies. • We are an "emerging growth company..... potential differences in accounting standards used. We may incur debt or assume contingent or other liabilities or dilute our stockholders in connection with acquisitions or strategic alliances. • We may issue equity securities to pay..... would adversely affect our operating results. Future sales, or the perception of future sales, by us or our stockholders in the public market could cause the market price for our Class A Common Stock to decline. • The sale of shares of our Class..... for sale in the open market. The NYSE may delist our securities from trading on its exchange, which could limit investors' ability to make transactions in our securities and subject us to additional trading restrictions. Currently, our Class A Common Stock..... significant material adverse consequences, including: • a limited availability of market quotations for..... in which we offer our securities. Because there are no current plans to pay cash dividends on our Class A Common Stock for the foreseeable future, holders of our Class A Common Stock may not receive any return on investment unless such holders sell their Class A Common Stock for a price greater than that which such holder paid for it. **a limited** availability of market quotations for our securities;• reduced liquidity for our securities;• a determination that our Class A Common Stock is a "penny stock" which will require brokers trading in our Class A Common Stock to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our securities;• a limited amount of news and analyst coverage; • a decreased ability to issue additional securities or obtain additional financing in the future;and • the triggering of an Event of Default as defined in the debt **facility-facilities** that we are a party to. The National Securities Markets Improvement Act of 1996, which is a federal statute, prevents or preempts the states from regulating the sale of certain securities, which are referred to as "covered securities." Since our Class A Common Stock is listed on the NYSE, they are covered securities. **Although** Accordingly, the states are preempted from regulating the sale of our securities, **however**, the federal statute does allow the states to investigate companies if there is a suspicion of fraud, and, if there

is a finding of fraudulent activity, then the states can regulate or bar the sale of covered securities in a particular case. If we were no longer listed on the NYSE, our securities would not be covered securities and we would be subject to regulation in each state in which we **offer our securities**. We intend to retain future earnings, if any, for future operations, expansion and debt repayment and there are no current plans to pay any cash dividends for the foreseeable future. The declaration, amount and payment of any future dividends on shares of our Class A Common Stock will be at the sole discretion of our **Board of directors**. Our **Board of directors** may take into account general and economic conditions, our financial condition and results of operations, our available cash and current and anticipated cash needs, capital requirements, contractual, legal, tax, and regulatory restrictions, implications on the payment of dividends by us to our stockholders or by our subsidiaries to us and such other factors as our **Board of directors** may deem relevant. In addition, our ability to pay dividends is limited by covenants of our existing and outstanding indebtedness and may be limited by covenants of any future indebtedness we incur. **Our outstanding Series A Preferred Stock and Series A' Preferred Stock also are entitled to receive cumulative dividends if dividends are declared by our board of directors.** As a result **of our current circumstances**, holders of our Class A Common Stock may not receive any return on an investment in our Class A Common Stock unless such holder sells the Class A Common Stock for a price greater than that which such holder paid for it. The Series A Preferred Stock **and Series A' Preferred Stock** contains rights, preferences and privileges that may limit our business flexibility or reduce the value of our Class A Common Stock. In connection with any sale or liquidation of Grove, holders of our Series A **Convertible Preferred Stock and Series A' Preferred Stock** (**collectively**, "**Series A-Preferred Stock**") are entitled to receive the greater of (i) an aggregate of \$ **10-25** million plus declared but unpaid dividends, if any, and (ii) the amount they would have received had they converted their **Series A-Preferred Stock** into Class A Common Stock prior to and in preference to any distributions to holders of Class A Common Stock, which may limit the value of **our Class A Common Stock** in any such transaction. In addition, for so long as at least 50% of the shares of **Series A-Preferred Stock** remain outstanding, we may not, without first obtaining the approval of the holders of at least a majority of the **Series A-Preferred Stock** take certain actions including amending our **Charter** certificate of incorporation or bylaws **Bylaws** in a manner that adversely affects the **Series A-Preferred Stock**, increasing or decreasing the authorized number of shares of **Series A-Preferred Stock** or issuing stock that ~~is~~ **is** senior to the **Series A-Preferred Stock**, which may limit our flexibility to raise additional equity capital or take other corporate actions. There is no guarantee that the holders of **Series A-Preferred Stock** would approve any such restricted action, even where such an action would be in the best interests of our stockholders. Any failure to obtain such approval could harm our business and result in a decrease in value of our Class A Common Stock. In addition, the **Series A-Preferred Stock** ~~are~~ **is** convertible into **our Class A common stock** at the option of the holders thereof. **Accordingly, any conversion of convertible preferred stock would dilute the ownership of our holders of our Class A Common Stock at the option of the holders thereof. Accordingly, any conversion of Preferred Stock would dilute the ownership of our holders of our Class A Common Stock.** The potential dilutive effect of the conversion of shares of **Series A-Preferred Stock** may also adversely affect our ability to obtain additional financing on favorable terms or at all. Covenants and other provisions in our loan agreements restrict our business and operations in many ways, and if we do not effectively manage our covenants, our financial conditions and results of operations could be adversely affected. In addition, our operations may not provide sufficient cash to meet the repayment obligations of our debt incurred under our loan agreements. We are a party to (i) the **Structural Debt Facility** and (ii) that certain Loan and Security Agreement, dated as of March 10, 2023, with, inter alia, Siena Lending Group LLC (as amended or modified from time to time, the "**Siena Revolver**" ~~), and together with the Structural Debt Facility, collectively, the "Loan Agreements"~~). Under the **Loan Agreements Siena Revolver**, Grove is subject to various representations and warranties, covenants and events of default. Material misrepresentations of representations and warranties, the breach of certain covenants and the occurrence of other stated events result in an immediate event of default, which give the lenders party to the **Loan Agreements Siena Revolver** the right to take certain remedial measures with respect to Grove and the collateral pledged pursuant to the **Loan Agreements Siena Revolver**, which would harm our business, financial condition and results of operations. The pledge of these assets and other restrictions imposed in the **Loan Agreements Siena Revolver** may limit our ability to incur additional indebtedness or impair our ability to sell or dispose of assets to raise capital, which could have an adverse effect on our financial flexibility. **The trading market for** ~~If there are outstanding obligations relating to the Structural Debt Facility on July 21, 2025, we have agreed to issue to the third-party lenders and certain of their affiliates the aggregate number of shares of our Class A Common Stock~~ **relies** equal to \$ 9,900,000, divided by the lower of (i) \$ 10.00 and (ii) the volume weighted average price of our Class A Common Stock for the sixty trading days prior to such date as further described in the related issuance agreements of our Class A Common Stock. If we are unable to refinance this debt on acceptable terms, or at all, prior to that date, it would increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders. Our principal payments on the **Structural Debt Facility** also begin on July 1, 2025. If we are unable to refinance this debt on acceptable terms, or at all, prior to that date, or are unable to generate sufficient cash flow to pay our debt service after that date, our financial condition may be materially and adversely affected. If securities analysts do not publish research or reports about our business or if they downgrade our stock or our sector, our stock price and trading volume could decline. The trading market for our Class A Common Stock will rely in part on the research and reports that industry or financial analysts publish about ~~the us or our business~~. ~~We will not control these analysts~~. If one or more of the analysts who do cover us downgrade our stock or industry, or the stock of any of our competitors, or publish inaccurate or unfavorable research about our business, the price of our stock could decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline. ~~We will face significant expenses and administrative burdens as a public company, which could have an adverse effect on our business, financial condition and results of operations.~~ As a publicly-traded company, we now face increased legal, accounting, administrative and other costs and expenses that we did not incur as a private company. The Sarbanes-Oxley Act of 2002 or the Sarbanes-Oxley Act, including the requirements of

Section 404, to the extent applicable to us, as well as rules and regulations subsequently implemented by the SEC, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules and regulations promulgated and to be promulgated thereunder, the PCAOB and the securities exchanges, impose additional reporting and other obligations on public companies. Compliance with public company requirements may increase costs and make certain activities more time consuming ~~-It may also be more expensive to obtain director and officer liability insurance-~~. We have in the past identified material weaknesses and significant deficiencies in our internal controls. All previously identified material weaknesses have been remediated, however, our discovery of additional material weaknesses or significant deficiencies in our internal control over financial reporting could harm our operating results, adversely affect our reputation, or result in inaccurate financial reporting. Furthermore, should any such deficiencies arise we could be subject to lawsuits, sanctions or investigations by regulatory authorities, including SEC enforcement actions and we could be required to restate our financial results, any of which would require additional financial and management resources. Even if we do not detect deficiencies, our internal control over financial reporting will not prevent or detect all errors and fraud, and individuals, including employees and contractors, could circumvent such controls. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected. In addition, we may encounter difficulties in the timely and accurate reporting of our financial results, which would impact our ability to provide our investors with information in a timely manner. Should we encounter such difficulties, our investors could lose confidence in the reliability of our reported financial information and trading price of our common stock. could be negatively impacted. ~~Delaware law and our governing documents contain certain provisions, including anti-takeover provisions, that limit the ability of stockholders to take certain actions and could delay or discourage takeover attempts that stockholders may consider favorable-~~Our governing documents and the DGCL contain provisions that could have the effect of rendering more difficult, delaying, or preventing an acquisition deemed undesirable by the **Board board of directors** and therefore depress the trading price of our Class A Common Stock. These provisions could also make it difficult for stockholders to take certain actions, including electing directors who are not nominated by the current members of the **Board board of directors** or taking other corporate actions. Among other things, our governing documents include provisions regarding: • a classified board of directors; • the ~~dual-class structure that provides for Class B Common Stock being entitled to ten votes per share;~~ • the ability of the **Board board of directors** to issue shares of preferred stock, including “blank check” preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer; • the limitation of the liability of, and the indemnification of, our directors and officers; • the requirement that a special meeting of stockholders may only be called by a majority of the entire **Board board of directors**, the Chairman of the **Board board of directors**, our Chief Executive Officer or when requested in writing by the holders of not less than 20 % of all votes entitled to be cast at the meeting, which could delay the ability of stockholders to force consideration of a proposal or to take action, including the removal of directors; • controlling the procedures for the conduct and scheduling of **Board board of directors** and stockholder meetings; • the ability of the **Board board of directors** to amend the Bylaws, which may allow the **Board board of directors** to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquirer to amend the Bylaws to facilitate an unsolicited takeover attempt; and • advance notice procedures with which stockholders must comply to nominate candidates to the **Board board directors** or to propose matters to be acted upon at a stockholders’ meeting, which could preclude stockholders from bringing matters before annual or special meetings of stockholders and delay changes in the **Board board of directors**, and also may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer’s own slate of directors or otherwise attempting to obtain control of us. These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in the **Board board of directors** or management, that stockholders may consider to be in their best interests - Our Charter designates a state or federal court located within the State of Delaware as the sole and exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers, stockholders, employees, or agents. Our Charter provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of us, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, employee, or agent of the Company to us or our stockholders, (iii) any action arising pursuant to any provision of the DGCL or our Charter or Bylaws (as either may be amended from time to time), or (iv) any action asserting a claim against us governed by the internal affairs doctrine. The ~~forgoing~~ **foregoing** provisions do not apply to any claims arising under the Securities Act and, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States will be the sole and exclusive forum for resolving any action asserting a claim arising under the Securities Act. These choice of forum provisions in our Charter may limit a stockholder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, or other employees, which may discourage lawsuits with respect to such claims. There is uncertainty as to whether a court would enforce such provisions, and the enforceability of similar choice of forum provisions in other companies’ ~~charter~~ **governing** documents has been challenged in legal proceedings. It is possible that a court could find these types of provisions to be inapplicable or unenforceable, and if a court were to find the choice of forum provision contained in our Charter to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, results of operations, and financial condition.