

**Orrick's Technology Companies Group**

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**Rev 6/18**

[Company Name]

ACTION BY WRITTEN CONSENT

OF THE stockholderS

Pursuant to Section 228 of the Delaware General Corporation Law and the Bylaws of [Company Name], a Delaware corporation (the “Company”), the undersigned stockholders of the Company hereby take the following actions and adopt the following resolutions by written consent. This written consent will be filed in the minute book of the Company:

1. **Indemnification Agreements**

**RESOLVED:** It is in the best interests of this Company and its stockholders that the Company enter into indemnification agreements with its present and future officers and directors.

**RESOLVED FURTHER:** That the Company is authorized to enter into Indemnification Agreements with its officers and directors in substantially the form attached hereto as Exhibit A, together with any changes to such Agreements determined by the President or any Vice President of the Company to be desirable; and that determination shall be conclusively evidenced by such officer’s execution and delivery of a definitive Indemnification Agreement.

*[Signature Page Follows]*

In accordance with the Company’s Bylaws, this Action by Written Consent may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which, when so executed, shall be deemed an original and all of which taken together shall constitute one and the same action.

Dated: [Stockholder Name]

(Signature)

Exhibit A

Form of Indemnification agreement