**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Amount of Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4)</th>
<th>7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>8. Ownership Type: Yes (Y) or No (N) (Instr. 4)</th>
<th>9. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1) 10/25/2023</td>
<td>A</td>
<td>(A)</td>
<td>Restricted Stock Units</td>
<td>156,250</td>
<td>D</td>
<td>Yes (Y)</td>
<td>Restricted Stock Units</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(1) 10/25/2023</td>
<td>A</td>
<td>(D)</td>
<td>Restricted Stock Units</td>
<td>130,208</td>
<td>D</td>
<td>Yes (Y)</td>
<td>Restricted Stock Units</td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5. Transaction Code (Instr. 8)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>10/25/2023</td>
<td>A</td>
<td>(A)</td>
<td>(2) (1)</td>
<td>Common Stock 156,250</td>
<td>$0.00</td>
<td>156,250</td>
<td>D</td>
<td>Restricted Stock Units</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>10/25/2023</td>
<td>A</td>
<td>(D)</td>
<td>(3) (1)</td>
<td>Common Stock 130,208</td>
<td>$0.00</td>
<td>130,208</td>
<td>D</td>
<td>Restricted Stock Units</td>
</tr>
</tbody>
</table>

### Explanation of Responses:

1. Each Restricted Stock Unit represents a contingent right to receive one share of Issuer Common Stock. The Restricted Stock Units have no expiration date.
2. The Restricted Stock Units vest in three substantially equal annual installments beginning on October 25, 2024.
3. The Restricted Stock Units vest in three substantially equal annual installments beginning on October 16, 2024.

### Remarks:

/s/ Howard Diamond

Attorney-in-fact for Mark C. Mitchell

10/27/2023

**Signature of Reporting Person**

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.*

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.