

**AMENDMENT NO. 2 TO  
LIMITED LIABILITY COMPANY AGREEMENT  
OF  
VSP VENTURES MANAGEMENT SERVICES LLC,  
a Delaware limited liability company**

This Amendment No. 2 to the Limited Liability Company Agreement (this "**Amendment**") of **VSP VENTURES MANAGEMENT SERVICES LLC**, a Delaware limited liability company formerly known as VSP Ventures LLC (the "**Company**"), is executed effective as of February 23, 2021 (the "**Effective Date**") by the undersigned member, VSP Labs, Inc., a Delaware corporation (the "**Member**"), as permitted by Section 22 of the Limited Liability Company Agreement of the Company dated as of March 18, 2019 (the "**Operating Agreement**").

RECITALS

- A. The Member desires to designate a new Manager and reappoint its Officers;
- B. Section 22 of the Operating Agreement provides that all amendments to the Operating Agreement must be in writing and signed by the Member.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned, intending to be legally bound, hereby agrees as follows:

1. Amendment of Section 4(a) of the Operating Agreement. Section 4(a) of the Operating Agreement is hereby amended and restated in its entirety as follows:

"(a) The operations of the Company shall be conducted by a manager (the "Manager") who shall be Tiffanie Burkhalter. All actions taken by Ms. Burkhalter in the name of President of VSP Ventures Management Services LLC prior to the Effective Date are hereby ratified and confirmed."

2. Amendment of Exhibit B of the Operating Agreement. Exhibit B of the Operating Agreement is hereby amended and restated in its entirety as shown on Exhibit B attached hereto.

3. Continuing Effect of Operating Agreement. Except as provided in this Amendment, the Operating Agreement shall remain in full force and effect in accordance with the terms thereof.

IN WITNESS WHEREOF, the undersigned have executed this Amendment No. 2 to the Limited Liability Agreement of VSP Ventures Management Services LLC effective as of the first date written above.

**MEMBER:**

VSP Labs, Inc., a Delaware corporation

DocuSigned by:

*Don Oakley*

By: Don Oakley

Its: President

The undersigned consents and agrees to serve as the Manager of **VSP VENTURES MANAGEMENT SERVICES LLC**, pursuant to the foregoing Limited Liability Company Agreement dated as of the effective date, as the same may be amended from time to time.

DocuSigned by:

*Tiffany Burkhalter*

Tiffany Burkhalter

**EXHIBIT B**  
**MANAGER AND OFFICERS**  
**of**  
**VSP VENTURES MANAGEMENT SERVICES LLC**

**Name and Address of Manager:**

Tiffanie Burkhalter  
3333 Quality Drive  
Rancho Cordova, CA 95670

**Officers:**

Chief Executive Officer: Michael Guyette  
Chief Financial Officer: Alec Mahmood  
Chief Legal Officer: Thomas Fessler  
President: Tiffanie Burkhalter  
Secretary: Lisa Fields  
Vice President of Finance: Les Passuello  
Assistant Vice President of Finance: Monica Perez