

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. *Country: United States of America*

This public document:

2. *has been signed by Jeffrey W. Bullock*

3. *acting in the capacity of Secretary Of State Of Delaware*

4. *bears the seal/stamp of Office Of Secretary Of State*

Certified

5. *at Dover, Delaware*

6. *sixth day of June, A.D. 2016*

7. *by Secretary of State, Delaware Department of State*

8. *No. 202435005*

9. *Seal/Stamp:*



10. *Signature:*

Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "A.T. KEARNEY, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2013, AT 1 O`CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

2527618 8100
SR# 20164305858

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

Authentication: 202435004

Date: 06-06-16

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:10 PM 02/28/2013
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AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
A.T. KEARNEY, INC.

The undersigned hereby certifies as follows:

1. The name of the corporation is A.T. Kearney, Inc. (the "Corporation"). The original Certificate of Incorporation was filed with the Secretary of State of Delaware on July 25, 1995. The Corporation was originally incorporated under the name "EDS Consulting I, Inc."
2. This Amended and Restated Certificate of Incorporation restates and amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation.
3. The Board of Directors of the Corporation has duly adopted this Amended and Restated Certificate of Incorporation in accordance with 8 Del. C. Sections 242 and 245.
4. The Amended and Restated Certificate of Incorporation reads as follows:

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
A.T. KEARNEY, INC.**

FIRST: The name of the Corporation is A.T. Kearney, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of the registered agent of the Corporation at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,700,000 shares of Common Stock, par value \$0.01 per share ("Common Stock").

In the event of voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation or upon any distribution of assets of the Corporation, the holders of the Common Stock shall be entitled to receive all the assets of the Corporation, tangible and intangible, of whatever kind available for distribution to stockholders, ratably in proportion to the number of shares of Common Stock held by each.

Each holder of Common Stock shall have one vote in respect of each share of Common Stock held by such holder on each matter voted upon by the stockholders. Cumulative voting of shares of Common Stock is prohibited.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation. The number of directors that shall constitute the whole Board of Directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Bylaws of the Corporation. The election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. In addition to the authority and powers conferred upon the directors by statute or by this Amended and Restated Certificate of Incorporation, the directors are hereby authorized and empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation and any Bylaws adopted by the stockholders of the Corporation; provided, however, that no Bylaws hereafter adopted by the stockholders of the Corporation shall invalidate any prior act of the directors that would have been valid if such Bylaws had not been adopted.

SIXTH: No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director involving any act or omission of any such director; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or

a knowing violation of law, (c) under Section 174 of the General Corporation Law of the State of Delaware, as the same exists or hereafter may be amended, or (d) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended after the date of filing of this Amended and Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended General Corporation Law of the State of Delaware. Any repeal or modification of this Article Sixth by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

SEVENTH: The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been duly executed as of the 28th day of February, 2013.

A.T. KEARNEY, INC.

By: /s/ Affan Arain
Name: Affan Arain
Title: Secretary

EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

8/8/2024

Affun Arain (Secretary)

