AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MAGIC LEAP, INC.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Magic Leap, Inc., a corporation organized and existing under and by virtue of the
provisions of the General Corporation Law of the State of Delaware (the “General Corporation
Law”),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Magic Leap, Inc. and that this corporation
was originally incorporated pursuant to the General Corporation Law on May 5, 2011 under the
name Magic Leap, Inc.

2. That the Board of Directors duly adopted resolutions proposing to amend and
restate the Amended and Restated Certificate of Incorporation of this corporation, declaring said
amendment and restatement to be advisable and in the best interests of this corporation and its
stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of
the stockholders therefor, which resolution setting forth the proposed amendment and
restatement is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of this
corporation be amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is Magic Leap, Inc. (the
“Corporation”).

SECOND: The address of the registered office of the Corporation in the State
of Delaware is 2140 South Dupont Highway, in the City of Camden, County of Kent, 19934.
The name of its registered agent at such address is Paracorp Incorporated.

THIRD: The nature of the business or purposes to be conducted or
promoted is to engage in any lawful act or activity for which corporations may be organized
under the General Corporation Law.

FOURTH: The total number of shares of all classes of stock which the
Corporation shall have authority to issue is (i) 254,817,996 shares of Common Stock, $0.001 par
value per share (“Common Stock”) and (ii) 167,521,802 shares of Preferred Stock, $0.001 par
value per share (“Preferred Stock”). The Preferred Stock may be issued from time to time in
one or more series, each of such series to consist of such number of shares and to have such
terms, rights, powers and preferences, and the qualifications and limitations with respect thereto,
as stated or expressed herein.
The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of this Amended and Restated Certificate of Incorporation (this “Certificate of Incorporation”) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

B. PREFERRED STOCK

21,140,264 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series Seed Preferred Stock”, 26,234,180 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series A Preferred Stock”, 47,750,855 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series B Preferred Stock”, 35,359,353 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series C Preferred Stock”, and 37,037,150 shares of the authorized Preferred Stock of the Corporation are hereby designated “Series D Preferred Stock”, with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to “sections” or “subsections” in this Part B of this Article Fourth refer to sections and subsections of Part B of this Article Fourth.

1. Dividends.

1.1 The holders of Series D Preferred Stock, Series C Preferred Stock, Series B Preferred Stock, Series A Preferred Stock and Series Seed Preferred Stock shall be entitled to receive, on a pari passu basis, a cash dividend at the rate of $2.1600, $1.8426, $0.9248, $0.0954, and $0.0773 per share (in each case, as adjusted for any stock dividends, combinations, splits, recapitalizations or the like with respect to such shares), respectively, per annum on each outstanding share of Series D Preferred Stock, Series C Preferred Stock, Series B Preferred Stock, Series A Preferred Stock and Series Seed Preferred Stock, as applicable, payable out of funds legally available therefor. Such dividends shall be payable when, as, and if declared by the Board of Directors of the Corporation, acting in its sole discretion. The right to receive dividends shall not be cumulative, and no right shall accrue to holders of any shares by reason of the fact that dividends on such shares are not declared and paid in any prior year.
1.2 No dividend, whether in cash or property, shall be paid or declared and set aside in any period with respect to the Common Stock, unless and until dividends have been paid or declared and set aside for payment in such year with respect to every outstanding series of Preferred Stock in an amount for each such series of Preferred Stock in accordance with Section 1.1. After payment of dividends in accordance with Section 1.1, any additional dividends declared shall be distributed among all holders of Preferred Stock and Common Stock in proportion to the number of shares of Common Stock that would be held by each such holder if all shares of Preferred Stock were converted into Common Stock. This Section 1.2 shall not apply to a dividend solely in Common Stock to which the provisions of Section 4.6 are applicable.

2. Liquidation, Dissolution or Winding Up: Certain Mergers, Consolidations and Asset Sales.

2.1 Preferential Payments to Holders of Series D Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event (as defined below), the holders of shares of Series D Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Series Seed Preferred Stock, Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, or Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the Series D Original Issue Price (as defined below), plus any dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of the Series D Preferred Stock been converted into Common Stock pursuant to Section 4 immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the amount payable pursuant to this sentence to the holders of Series D Preferred Stock is hereinafter referred to as the “Series D Liquidation Amount”). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series D Preferred Stock the full amount to which they shall be entitled under this Section 2.1, the holders of shares of Series D Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares of Series D Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. The term “Original Issue Price” shall refer to the Series Seed Original Issue Price with respect to the Series Seed Preferred Stock, to the Series A Original Issue Price with respect to the Series A Preferred Stock, the Series B Original Issue Price with respect to the Series B Preferred Stock, the Series C Original Issue Price with respect to the Series C Preferred Stock, and the Series D Original Issue Price with respect to the Series D Preferred Stock. The “Series Seed Original Issue Price” shall mean $0.9661 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series Seed Preferred Stock. The “Series A Original Issue Price” shall mean $1.1931 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock. The “Series B Original Issue Price” shall mean $11.560 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series B Preferred Stock. The “Series C Original Issue Price” shall mean
$23.0330 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series C Preferred Stock. The “Series D Original Issue Price” shall mean $27.0000 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series D Preferred Stock.

2.2 Preferential Payments to Holders of Series C Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series D Preferred Stock, the holders of shares of Series C Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Series Seed Preferred Stock, Series A Preferred Stock, Series B Preferred Stock or Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the Series C Original Issue Price, plus any dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of the Series C Preferred Stock been converted into Common Stock pursuant to Section 4 immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the amount payable pursuant to this sentence to the holders of Series C Preferred Stock is hereinafter referred to as the “Series C Liquidation Amount”). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series D Preferred Stock, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series C Preferred Stock the full amount to which they shall be entitled under this Section 2.2, the holders of shares of Series C Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares of Series C Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.3 Preferential Payments to Holders of Series B Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series D Preferred Stock and Series C Preferred Stock, the holders of shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Series Seed Preferred Stock, Series A Preferred Stock or Common Stock by reason of their ownership thereof, an amount per share equal to the greater of: (i) the Series B Original Issue Price, plus any dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of Series B Preferred Stock been converted into Common Stock pursuant to Section 4 immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the amounts payable pursuant to this sentence to the holders of Series B Preferred Stock are hereinafter referred to as the “Series B Liquidation Amount”). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series D Preferred Stock and Series C Preferred Stock, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series B Preferred Stock the full amount to which they shall be entitled under this Section 2.3, the holders
of shares of Series B Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares of Series B Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.4 Preferential Payments to Holders of Series Seed and Series A Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, the holders of shares of Series Seed Preferred Stock and Series A Preferred Stock then outstanding, on a pari passu basis, based upon the amount per share payable to each share of Series Seed Preferred Stock and Series A Preferred Stock, respectively, shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of, calculated on a series basis, (i) the applicable Original Issue Price for such series of Preferred Stock, plus any dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of either the Series Seed Preferred Stock or Series A Preferred Stock, as applicable, been converted into Common Stock pursuant to Section 4 immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the amounts payable pursuant to this sentence to the holders of Series Seed Preferred Stock and Series A Preferred Stock are hereinafter referred to as the “Series Seed Liquidation Amount” and the “Series A Liquidation Amount”, respectively). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series Seed Preferred Stock and Series A Preferred Stock the full amount to which they shall be entitled under this Section 2.4, the holders of shares of Series Seed Preferred Stock and Series A Preferred Stock, on a pari passu basis, based upon the amount per share payable to each share of Series Seed Preferred Stock and Series A Preferred Stock, respectively, shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares of Series Seed Preferred Stock and Series A Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. The term “Liquidation Amount” shall refer to the Series Seed Liquidation Amount with respect to the Series Seed Preferred Stock, to the Series A Liquidation Amount with respect to the Series A Preferred Stock, to the Series B Liquidation Amount with respect to the Series B Preferred Stock, to the Series C Liquidation Amount with respect to the Series C Preferred Stock, and to the Series D Liquidation Amount with respect to the Series D Preferred Stock.

2.5 Payments to Holders of Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Preferred Stock pursuant to Sections 2.1, 2.2, 2.3 and 2.4 above, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders
of shares of Common Stock, pro rata based on the number of shares of Common Stock held by each such holder.

2.6   Deemed Liquidation Events.

2.6.1   Definition. Each of the following events shall be considered a “Deemed Liquidation Event” unless the holders of at least a majority of (i) the outstanding shares of Preferred Stock, voting together as a single class on an as converted to Common Stock basis, (ii) the outstanding shares of Series B Preferred Stock (but in the case of this clause (ii) solely to the extent that the holders of Series B Preferred Stock would receive in connection with such event, an amount of consideration per share of Series B Preferred Stock equal to less than 125% of the Series B Original Issue Price (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Common Stock), (iii) the outstanding shares of Series C Preferred Stock (but in the case of this clause (iii) solely to the extent that the holders of Series C Preferred Stock would receive in connection with such event, an amount of consideration per share of Series C Preferred Stock equal to less than 125% of the Series C Original Issue Price (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Common Stock) and (iv) the outstanding shares of Series D Preferred Stock (but in the case of this clause (iv) solely to the extent that the holders of Series D Preferred Stock would receive in connection with such event, an amount of consideration per share of Series D Preferred Stock equal to less than 125% of the Series D Original Issue Price (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Common Stock); provided that if such election is occurring in connection with, or in anticipation of, a Deemed Liquidation Event in which any of the holders of Series D Preferred Stock, Series C Preferred Stock and/or Series B Preferred Stock is acquiring the Corporation or its shares, such holder’s shares of Series D Preferred Stock, Series C Preferred Stock and/or Series B Preferred Stock shall not count or be included for purposes of determining the majority vote or written consent of the holders of Series D Preferred Stock, Series C Preferred Stock and/or Series B Preferred Stock required for such election pursuant to this Section 2.6.1 in connection with that Deemed Liquidation Event, elect otherwise by written notice sent to the Corporation at least ten (10) days prior to the effective date of any such event:

(a)   a merger or consolidation in which

i.      the Corporation is a constituent party or

ii.     a subsidiary of the Corporation is a constituent party

and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation; or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following
such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger, consolidation or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation;

provided, however, notwithstanding the foregoing, a bona fide equity financing of the Corporation shall, under no circumstances, constitute a Deemed Liquidation Event.

2.6.2   **Effecting a Deemed Liquidation Event.**

(a) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Section 2.6.1(a)(i) unless the agreement or plan of merger or consolidation for such transaction (the "Merger Agreement") provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 2.1, 2.2, 2.3, 2.4 and 2.5.

(b) In the event of a Deemed Liquidation Event referred to in Section 2.6.1(a)(ii) or 2.6.1(b), if the Corporation does not effect a dissolution of the Corporation under the General Corporation Law within ninety (90) days after such Deemed Liquidation Event, then (i) the Corporation shall send a written notice to each holder of Preferred Stock no later than the ninetieth (90th) day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (ii) to require the redemption of such shares of Preferred Stock, and (ii) if the holders of at least a majority of the then outstanding shares of Preferred Stock, voting together as a single class on an as converted to Common Stock basis, so request in a written instrument delivered to the Corporation not later than one hundred twenty (120) days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Corporation), together with any other assets of the Corporation available for distribution to its stockholders, all to the extent permitted by Delaware law governing distributions to stockholders (the "Available Proceeds"), on the one hundred fiftieth (150th) day after such Deemed Liquidation Event (the "Redemption Date"), to redeem all outstanding shares of Preferred Stock at a price per share equal to the applicable Liquidation Amount. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Preferred Stock, the Corporation shall ratably redeem first all outstanding shares of Series D Preferred Stock, on a pari passu basis based upon the amount per share payable to each share of Series D Preferred Stock at the Series D Liquidation Amount (or a pro rata portion thereof) to the fullest extent of such Available Proceeds, then shall ratably redeem the outstanding shares of Series C Preferred Stock, on a pari passu basis based upon the
amount per share payable to each share of Series C Preferred Stock at the Series C Liquidation Amount (or a pro rata portion thereof) to the fullest extent of such Available Proceeds, then shall ratably redeem the outstanding shares of Series B Preferred Stock, on a pari passu basis based upon the amount per share payable to each share of Series B Preferred Stock at the Series B Liquidation Amount (or a pro rata portion thereof) to the fullest extent of such Available Proceeds, then shall ratably redeem the remaining shares of Preferred Stock at the applicable Liquidation Amount (or a pro rata portion thereof) to the fullest extent of such Available Proceeds. The applicable Liquidation Amount payable to the holders of shares of Preferred Stock to be redeemed pursuant to this Section 2.6.2(b), or such lesser amount payable pursuant to the preceding sentence, is referred to herein as the “Redemption Price.” Prior to the distribution or redemption provided for in this Section 2.6.2(b), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event or in the ordinary course of business. The Corporation shall send written notice of a redemption pursuant to this Section 2.6.2(b) to each holder of record of Preferred Stock not less than 20 days prior to the Redemption Date which notice shall contain instructions for the redemption contemplated by this Section 2.6.2(b) and the surrender of such holder’s stock certificates in connection therewith. If on the Redemption Date the applicable Redemption Price payable upon redemption of the shares of Preferred Stock to be redeemed is paid or tendered for payment or deposited with an independent payment agent so as to be available therefor in a timely manner, then notwithstanding that the certificates evidencing any of the shares of Preferred Stock so called for redemption shall not have been surrendered, all rights with respect to such shares of Preferred Stock shall forthwith after the Redemption Date terminate, except only the right of the holders to receive the applicable Redemption Price without interest, upon surrender of their certificate or certificates therefor.

2.6.3 Amount Deemed Paid or Distributed. If the amount deemed paid or distributed under this Section 2.6 is made in property other than in cash, the value of such distribution shall be the fair market value of such property, determined as follows:

(a) If (i) the value of such property is established in the definitive documentation entered into in connection with the applicable transaction (the “Acquisition Agreement”) and (ii) such Acquisition Agreement has been approved by the holders of capital stock necessary to waive the treatment of the transactions contemplated by the Acquisition Agreement as a Deemed Liquidation Event pursuant to Section 2.6.1, then the fair market value of such property shall be established using the method set forth in the Acquisition Agreement.

(b) If Section 2.6.3(a) is not applicable, then for securities not subject to investment letters or other similar restrictions on free marketability,

i. if traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange or market over the thirty (30) day period ending three (3) days prior to the closing of such transaction;
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