

**THIRD AMENDMENT  
TO  
Vioneering Technologies, Inc.**

**2008 STOCK INCENTIVE PLAN**

**THIS THIRD AMENDMENT** (this "Amendment") to the Vioneering Technologies, Inc. 2008 Stock Incentive Plan, as amended (the "Plan"), is made effective as of March 24, 2015 (the "Effective Date"). All capitalized terms not specifically defined in this Amendment shall have the meanings ascribed to them in the Plan.

1. The first sentence of Section 3.1 of the Plan is hereby deleted in its entirety and replaced with the following:

**3.1 *Maximum Aggregate Shares Issuable Pursuant to Stock Incentives.*** The total number of Shares that may be issued pursuant to Stock Incentives under this Plan shall not exceed the sum of 2,765,873, as adjusted pursuant to Section 10.

2. Except to the extent amended hereby, the terms and provisions of the Plan shall remain in full force and effect.