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Halcon Resources Corporation

Extract: Charter Amended/Restated (Plain English Desc), Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 10/08/2019

[SEC Document](#)

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On the Effective Date, pursuant to the terms of the Plan, the Company filed the Amended and Restated Certificate of Incorporation (the "*Certificate of Incorporation*") with the office of the Secretary of State of the State of Delaware and adopted the Amended and Restated Bylaws (the "*Bylaws*"). A description of the changes from the Company's prior certificate of incorporation and bylaws is set forth below. The following descriptions do not purport to be complete and are subject to and qualified by the full terms of the Certificate of Incorporation and the Bylaws, copies of which are attached as [Exhibits 3.1](#) and [3.2](#), respectively, to, and are incorporated by reference into, this Current

Report. Additionally, the General Corporation Law of the State of Delaware (the “**DGCL**”) may contain provisions that affect the capital stock of the Company.

- *Authorized Stock:* The number of authorized shares of common stock which the Company has the authority to issue has been reduced from 1,001,000,000 to 101,000,000.
- *Board of Directors.* The Board will consist of between one and seven members and the Board will remain classified until the 2021 annual meeting, but will no longer be classified thereafter. The Board will consist of two classes of directors as set forth in the Certificate of Incorporation, rather than three classes.
- *Removal of Directors:* Prior to the 2021 annual meeting, any Group II Director (as defined in the Certificate of Incorporation) may be removed with or without cause by eighty-five percent (85%) of the shares then entitled to vote at an election of directors (which voting threshold has been increased solely with respect to such class of directors from a majority of shares then entitled to vote at an election of directors). Beginning at the 2021 annual meeting, any director of either class may be removed with or without cause by a majority of shares entitled to vote.
- *Voting on Directors:* Directors will be elected by a plurality of the votes cast by stockholders in a contested election.
- *DGCL 203:* The Company has opted out of Section 203 of the DGCL.