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Norfolk Southern Corporation

Charter Amendment in a 10-Q on 07/29/2020

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AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION

of

NORFOLK SOUTHERN CORPORATION

June 12, 2020

The Restated Articles of Incorporation of Norfolk Southern Corporation are amended to (a) change the voting standard required to amend the Articles, (b) adopt a simple majority voting standard to approve a merger, share exchange, conversion, sale, or dissolution of the Corporation, and (c) adopt a majority voting standard to approve re-domestication of the corporation and affiliated transactions by replacing Article VII and adding a new Article VIII as follows:

ARTICLE VII

The shareholder vote required, of each voting group entitled to vote thereon, to approve an amendment to the Corporation's Articles of Incorporation is a majority of all votes entitled to be cast by that voting group, unless the Virginia Stock Corporation Act (the "VSCA") conditions approval of such an amendment upon a greater vote.

ARTICLE VIII

Any action on a matter involving:

- (a) a plan of merger or acquisition for which the VSCA requires shareholder approval;
- (b) a share exchange for which the VSCA requires shareholder approval;
- (c) the conversion of the Corporation;
- (d) a sale of all or substantially all the Corporation's property for which the VSCA requires shareholder approval; or
- (e) the dissolution of the Corporation

shall require the approval, by the affirmative vote, of a majority of the votes cast thereon.

Any action on a matter involving:

- (a) the re-domestication of the Corporation; or
- (b) an affiliated transaction for which the VSCA requires shareholder approval

shall require the approval, by the affirmative vote, of a majority of the votes entitled to be cast thereon.