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APA Corporation

Extract: Charter Amendment (Plain English Desc) from a [8-K](#) on 05/25/2023

[SEC Document](#)

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The State of Delaware amended Section 102(b)(7) of the General Corporation Law (the "DGCL") to allow a corporation incorporated in that state to include in its certificate of incorporation an exculpation provision (the "Officer Exculpation Provision") eliminating or limiting the personal liability of an officer to the corporation or its stockholders for monetary damages for breach of the officer's duty of care, subject to the limitations set forth in the DGCL.

The Board of Directors (the "Board") of APA Corporation (the "Company") approved an amendment to the Company's Amended and Restated Certificate of Incorporation (the "Charter") to add an Officer Exculpation Provision and recommended its approval by the Company's shareholders in the form of the Certificate of Amendment to the Charter (the "Charter Amendment") included as Appendix A to the Company's 2023 proxy statement. At the annual meeting of shareholders of the Company held on May 23, 2023, the shareholders approved the Charter Amendment, and the Company subsequently filed it with the Secretary of State of the State of Delaware, effective as of 10:46 A.M. (Eastern Time) on May 24, 2023.