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**Vacasa, Inc.**

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

[SEC Document](#)

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On May 23, 2023, at the Annual Meeting, as further described in Item 5.07 below, the Company's stockholders approved amendments to the Company's Amended and Restated Certificate of Incorporation ("Certificate") to: (i) expand the maximum size of the Board from 10 directors to 11 directors, (ii) revise the process for filling Board vacancies and newly created directorships, (iii) revise references to the Stockholders Agreement (as defined in the Certificate), (iv) allow for exculpation of officers, and (v) to allow for the Board, in its discretion, to effect a reverse stock split of the Company's outstanding common stock (each an "Amendment" and collectively, the "Amendments").

As noted in the Proxy Statement, all Amendments were combined into one Certificate of Amendment to the Certificate, except for the Amendment related to the reverse stock split for which the Board has discretion to implement at any time before May 23, 2024. The remaining Amendments became effective upon filing of the Certificate of Amendment to the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on May 23, 2023.