

On and effective February 3, 2024, the Board of Directors (the "Board") of HF Sinclair Corporation (the "Corporation") approved the Amended and Restated By-Laws of the Corporation (the "Amended and Restated By-Laws") to, among other things, (i) permit special meetings of the stockholders of the Corporation to be called by stockholders of record owning at least 25% of the outstanding shares having voting power of the Corporation; (ii) include certain procedural requirements for stockholders who desire to submit a special meeting request; (iii) make certain corresponding changes to the advance notice and director nomination procedures to address the special meeting request procedures; and (iv) make other administrative, clarifying and conforming changes.

Pursuant to the Amended and Restated By-Laws, stockholders seeking to call a special meeting of the stockholders are required to submit a request setting forth in writing, among other things, (i) the specific purpose of the meeting, the matters proposed to be acted on at the meeting and the reasons for conducting such business at the meeting; (ii) documentary evidence that the requesting stockholders own at least 25% of the outstanding shares having voting power; (iii) certain information relating to each matter of business as would be required to be included in a notice pursuant to the advance notice and director nomination procedures in the Amended and Restated By-Laws; (iv) certain information relating to each stockholder requesting the special meeting and each beneficial owner, if any, on whose behalf the request is being made as would be required to be included in a notice pursuant to the advance notice and director nomination procedures in the Amended and Restated By-laws; and (v) certain information relating to each person the requesting stockholder or stockholders propose to nominate for election or re-election to the Board as would be required to be included in a notice pursuant to the director nomination procedures in the Amended and Restated By-Laws.

At any special meeting of the stockholders held pursuant to a stockholder request, business transacted shall be limited to the purpose stated in the applicable stockholder request; provided, however, that the Board shall be able to submit additional matters to the stockholders at any such special meeting.

A special meeting request will not be valid if it (i) does not comply with the Amended and Restated By-Laws or the Certificate of Incorporation; (ii) relates to an item of business that is not a proper subject for stockholder action under applicable law; (iii) relates to an item of business that is the same or substantially similar (as determined in good faith by the Board) to a matter that was presented at a meeting of stockholders occurring within 90 days preceding the date of the stockholder request for a special meeting, or to a matter that is included in the Corporation notice to be brought before a meeting of stockholders that has been called but not yet held; (iv) the special meeting request is delivered during the period commencing 90 days prior to the first anniversary of the previous year's annual meeting of stockholders and ending on the date of the next annual meeting of stockholders; or (v) was made in violation of applicable securities laws.