

On February 6, 2024, the Board of Directors (the “Board”) of Vertex Energy, Inc. (the “Company”), approved and adopted Second Amended and Restated Bylaws (the “Second Amended and Restated Bylaws”), which became effective the same day.

The Second Amended and Restated Bylaws amend the prior amended and restated bylaws of the Company to, among other things (a) clarify that the Board may determine that a meeting of stockholders may be held via electronic communications, videoconferencing, teleconferencing or other available technology authorized by and in accordance with Chapter 78 of the Nevada Revised Statutes in addition to, or instead of, a physical meeting as permitted by Nevada law (Sections 3.1, 3.3 and 3.19); (b) clarify that notice of meetings of stockholders may be provided via email, if a stockholder of the Company has authorized such form of notice (Sections 3.4 and 5.5); (c) make certain revisions to the procedures, requirements and required information for the nomination of directors and the submission of proposals of business for consideration at meetings of stockholders, including by adding a requirement that a stockholder seeking to nominate director(s) at a meeting of stockholders deliver to the Company reasonable evidence that it has complied with the requirements of Rule 14a-19 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) within five business days of the meeting; specify the types of information and representations that a nominating stockholder or their proposed director nominee must provide to the Company in connection with a director nomination; and clarify the procedures for excluding business (including a director nomination) that is not properly brought before a meeting of stockholders (Section 3.5); (d) confirm that any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved for the exclusive use by the Board of Directors (Section 3.20); (e) provide that except for proposals properly made in accordance with Rule 14a-8 under the Exchange Act, and included in the notice of meeting given by or at the direction of the Board, Section 3.5 of the bylaws are the exclusive means for a stockholder to propose business to be brought before an annual meeting of stockholders; (f) provide procedures for officers of the Company to review written consents of stockholders received in lieu of meetings of stockholders (Section 3.17); and (g) make certain other language and conforming changes and other technical edits and updates.