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Avantor, Inc.

Extract: Charter Amended/Restated (Plain English Desc) from a [8-K](#) on 05/10/2024

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As described under Item 5.07 of this Current Report on Form 8-K, at the 2024 Annual Meeting of Stockholders (the "Annual Meeting") of Avantor, Inc. (the "Company") held on May 9, 2024, the stockholders of the Company approved proposed amendments (the "Amendments") to the Company's third amended and restated certificate of incorporation to provide for the exculpation of certain officers, as permitted by the Delaware General Corporation Law, from certain claims of breach of the fiduciary duty of care, and to effect other miscellaneous non-substantive clarifications and changes, including to eliminate provisions that are outdated. The Amendments are described in detail under "Item 2: Amendments to the Certificate of Incorporation to provide for the exculpation of officers as permitted by Delaware law, and to make certain other non-substantive changes" commencing on page 33 of the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 31, 2024 (the "Proxy Statement") in connection with the Annual Meeting.

The foregoing description of the Amendments does not purport to be complete and is qualified in its entirety by reference to the full text of the certificate of incorporation, as modified by the Amendments (the "Amended and Restated Certificate of Incorporation"), which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference. The Company filed the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, and the Amended and Restated Certificate of Incorporation became effective on May 9, 2024.