

As reported below in Item 5.07 to this Current Report on Form 8-K, on May 9, 2024 at the 2024 annual meeting of stockholders (the "Annual Meeting") of Murphy USA Inc. (the "Company"), the holders of the Company's common stock approved amendments to the Company's amended and restated certificate of incorporation (the "Certificate of Incorporation") to:

- eliminate supermajority voting requirements by (i) in Article 5, reducing the vote required for stockholders to adopt, amend or repeal our bylaws, from not less than 66 2/3% of the voting power of our common stock to a majority of the voting power of our common stock, (ii) in Article 9, reducing the vote required to repeal or amend any provision of our Certificate of Incorporation or to adopt, amend or repeal any provision which would have the effect of modifying or permitting the circumvention of any provision within the Certificate of Incorporation, from not less than 66 2/3% of the voting power of our common stock for the provisions set forth in any of Articles 4(b), 5, 6, 7 or 9 to not less than a majority of the voting power of our common stock for any provision within the Certificate of Incorporation, and (iii) adding Article 10 which relates to the approval of business combinations with interested stockholders, and changing the vote required for the approval of such business combinations from statutory default of 66 2/3% to at least a majority of the voting power of our common stock; and
- limit the personal liability of certain officers for monetary damages associated with breaches of the fiduciary duty of care in limited circumstances as permitted by the Delaware General Corporation Law.

On May 10, 2024, the Company filed a certificate of amendment (the "Certificate of Amendment") to the Certificate of Incorporation and a restated Certificate of Incorporation (the "Restated Certificate of Incorporation") with the Secretary of State of the State of Delaware to implement the foregoing amendments.

In addition, on May 10, 2024, the Company amended and restated its bylaws (as so amended, the "Amended and Restated Bylaws"). As described in the 2024 Proxy Statement, the bylaws were amended to conform to the as-amended Article 5 set forth in the Restated Certificate of Incorporation relating to future amendments to the bylaws. The effectiveness of the Amended and Restated Bylaws was conditioned upon stockholder approval to remove the supermajority voting provisions of the Certificate of Incorporation.