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**Adicet Bio, Inc.**

**Extract: Charter Amendment (Plain English Desc), Charter Amended/Restated (Plain English Desc)** from a [8-K](#) on 06/07/2024

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As further described under Item 5.07 of this Form 8-K, at the Annual Meeting and upon the recommendation of the Board, the Company's stockholders approved (i) a Certificate of Amendment to the Company's Third Amended and Restated Certificate of Incorporation (the "Charter") to increase the number of authorized shares of common stock from 150,000,000 to 300,000,000 (the "Authorized Shares Amendment") and (ii) a Certificate of Amendment to the Charter to provide for the exculpation of certain of the Company's officers as permitted under Delaware law (the "Exculpation Amendment," and together with the Authorized Shares Amendment, the "Charter Amendments"). The Charter Amendments were previously approved by the Board, subject to stockholder approval.

The Charter Amendments are described in detail under "Proposal No. 3: Approval of an Amendment to Our Third Amended and Restated Certificate of Incorporation to Increase Authorized Shares of Common Stock from 150,000,000 to 300,000,000" and "Proposal No. 4: Approval of an Amendment to Our Third Amended and Restated Certificate of Incorporation to Limit the Liability of Certain Officers of the Company as Permitted by Delaware Law" beginning on pages 21 and 23, respectively, of the Proxy Statement in connection with the Annual Meeting.

Following the receipt of stockholder approval, the Company filed (i) the Authorized Shares Amendment, (ii) the Exculpation Amendment and (iii) a Restated Certificate of Incorporation of the Company (the "Restated Certificate"), integrating the Charter

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Amendments and the Certificate of Amendment amending the Company's name, dated September 15, 2020, to the Charter, all pursuant to Section 245 of the Delaware General Corporation Law. The foregoing certificates were filed with the Secretary of State of the State of Delaware on June 6, 2024 and were effective as of such date.