

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VIZIO HOLDING CORP.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 2021, AT 12:47 O`CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

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SR# 20210908420

Authentication: 202730918
Date: 03-15-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
VIZIO HOLDING CORP.**

VIZIO Holding Corp., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. That the name of this corporation is VIZIO Holding Corp. (the “*Corporation*”) and that the Corporation was originally incorporated pursuant to the General Corporation Law on December 7, 2020.
2. That the board of directors of the Corporation deemed it advisable to amend the Amended and Restated Certificate of Incorporation of the Corporation as provided herein to, among other things, effect a 9-for-1 forward stock split of each share of the Class A Common Stock of the Corporation (the “*Forward Split*”), which would have the effect of adjusting the conversion ratio of the Series A Preferred Stock of the Corporation such that each share of Series A Preferred Stock would, following the effectiveness of the Forward Split, be convertible into 225 shares of Class A Common Stock of the Corporation.
3. That Article III of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

**ARTICLE III
CAPITAL STOCK**

Effective immediately upon the filing of this Certificate of Amendment of Amended and Restated Certificate of Incorporation (the “*Effective Time*”) and without any further action on the part of the Corporation or any stockholder, each one (1) share of Class A Common Stock of the Corporation that is issued and outstanding as of the Effective Time shall be split, subdivided and changed, automatically and without further action, into nine (9) shares of Class A Common Stock of the Corporation (the “*Forward Stock Split*”).

Effective as of the Effective Time, the total number of shares of capital stock that this corporation is authorized to issue is 710,862,225 shares, consisting of a total of 675,000,000 shares of Class A Common Stock, par value \$0.0001 per share (hereinafter referred to as the “*Class A Common Stock*”), 10,862,225 shares of Class B Common Stock, par value \$0.0001 per share (hereinafter referred to as the “*Class B Common Stock*”, and together with the Class A Common Stock, collectively referred to as the “*Common Stock*”), and 25,000,000 shares of Preferred Stock, par value \$0.0001 per share (hereinafter referred to as the “*Preferred Stock*”).

4. That said amendment was duly adopted by the board of directors and stockholders of the Corporation in accordance with the provisions of Section 242 and, with respect to stockholder approval, Section 228, of the General Corporation Law of the State of Delaware.

(signature page follows)

IN WITNESS WHEREOF, VIZIO Holding Corp. has caused this Certificate of Amendment to be signed by a duly authorized officer of the Corporation on March 15, 2021.

/s/ William Wang
William Wang, Chief Executive Officer