

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 27, 2026

Super League Enterprise, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation)*

001-38819
(Commission File Number)

47-1990734
*(IRS Employer
Identification Number)*

2450 Colorado Avenue, Suite 100E
Santa Monica, California 90404
(Address of principal executive offices)

(213) 421-1920
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|-------------------------------------------|--------------------------|------------------------------------------------------|
| Common Stock, par value \$0.001 per share | SLE | Nasdaq Capital Market |

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 3.03 Material Modifications to Rights of Security Holders.

The information set forth in Item 5.03 to this Current Report on Form 8-K is incorporated herein by reference into this Item 3.03.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 27, 2026 (the “*Effective Date*”), Super League Enterprise, Inc. (the “*Company*”) filed a Certificate of Cancellation of Designation with the Secretary of State of the State of Delaware to terminate the designations of each of its Series AA-2 Preferred Stock, Series AA-3 Preferred Stock, Series AA-4 Preferred Stock, Series AA-5 Preferred Stock, Series AAA Preferred Stock, Series AAA Junior Convertible Preferred Stock, Series AAA-2 Junior Convertible Preferred Stock, Series AAA-3 Junior Convertible Preferred Stock, and Series AAA-4 Convertible Junior Preferred Stock (collectively, the “*Certificates of Cancellation*”).

The filing of the Certificates of Cancellation was approved by the Company’s Board of Directors, and there were no shares of Series AA-2 Preferred Stock, Series AA-3 Preferred Stock, Series AA-4 Preferred Stock, Series AA-5 Preferred Stock, Series AAA Preferred Stock, Series AAA Junior Convertible Preferred Stock, Series AAA-2 Junior Convertible Preferred Stock, Series AAA-3 Junior Convertible Preferred Stock, or Series AAA-4 Junior Convertible Preferred Stock outstanding on the Effective Date.

A copy of the Certificates of Cancellation are attached hereto as Exhibit 3.1, Exhibit 3.2, Exhibit 3.3, Exhibit 3.4, Exhibit 3.5, Exhibit 3.6, Exhibit 3.7, Exhibit 3.8 and Exhibit 3.9 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|---------------------------|----------------------------------------------------------------------------------------------------------------------|
| 3.1 | <u>Certificate of Cancellation of Designation of Series AA-2 Preferred Stock</u> |
| 3.2 | <u>Certificate of Cancellation of Designation of Series AA-3 Preferred Stock</u> |
| 3.3 | <u>Certificate of Cancellation of Designation of Series AA-4 Preferred Stock</u> |
| 3.4 | <u>Certificate of Cancellation of Designation of Series AA-5 Preferred Stock</u> |
| 3.5 | <u>Certificate of Cancellation of Designation of Series AAA Preferred Stock</u> |
| 3.6 | <u>Certificate of Cancellation of Designation of Series AAA Junior Convertible Preferred Stock</u> |
| 3.7 | <u>Certificate of Cancellation of Designation of Series AAA-2 Junior Convertible Preferred Stock</u> |
| 3.8 | <u>Certificate of Cancellation of Designation of Series AAA-3 Junior Convertible Preferred Stock</u> |
| 3.9 | <u>Certificate of Cancellation of Designation of Series AAA-4 Junior Convertible Preferred Stock</u> |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Super League Enterprise, Inc.

Date: January 28, 2026

By: /s/ Clayton Haynes
Clayton Haynes
Chief Financial Officer

CANCELLATION OF
CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES AA-2 PREFERRED STOCK
OF
SUPER LEAGUE ENTERPRISE, INC.

PURSUANT TO SECTION 151(g)
OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The undersigned, being the Chief Executive Officer and Chair of the Board of Super League Enterprise, Inc., a Delaware corporation (the “**Corporation**”), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”), the following resolution was duly adopted by unanimous written consent by the Board of Directors of the Corporation (the “**Board of Directors**”) on November 20, 2025, and, pursuant to authority conferred upon the Board of Directors by the provisions of the Corporation’s Third Amended and Restated Certificate of Incorporation (the “**Certificate of Incorporation**”), in accordance with Section 141 of the General Corporation Law by unanimous written consent of the Board of Directors, the Board of Directors adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation’s Series AA-2 Preferred Stock (the “**Preferred Stock**”). These composite resolutions eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of such Preferred Stock are as follows:

WHEREAS, the Certificate of Incorporation of the Corporation, as amended from time to time, authorizes preferred stock consisting of 10,000,000 shares, par value \$0.001 per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and by the provisions of the Corporation’s Certificate of Incorporation, to establish and fix the number of shares to be included in any series of preferred stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series;

WHEREAS, all authorized Series AA-2 Preferred Stock (the “**Preferred Stock**”) have been converted and pursuant to Section 8(i) of the Certificate of Designation of Preferences, Rights and Limitations of the Series AA-2 Preferred Stock (the “**Certificate of Designation**”), any shares converted by the Company shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as such series of Preferred Stock; and

WHEREAS, the Board of Directors has determined it is advisable and in the best interest of the Corporation and its shareholders to eliminate and cancel all designation, rights, preferences and limitations of the shares of such series, and strike all references to such series of Preferred Stock from the books and records of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation the Board of Directors hereby cancels the Certificate of Designation and eliminates such series of Preferred Stock; and

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and delivery any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such Authorized Officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated.

[Signature Page Follows]

IN WITNESS WHEREOF, this Cancellation of Certificate of Powers, Designations, Preferences and Rights of the Series AA-2 Preferred Stock of Institute for Super League Enterprise, Inc. has been executed by a duly authorized officer of the Corporation on this Twenty-Sixth day of January, 2026.

/s/ Matt Edelman
Matt Edelman
CEO & President

CANCELLATION OF
CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES AA-3 PREFERRED STOCK
OF
SUPER LEAGUE ENTERPRISE, INC.

PURSUANT TO SECTION 151(g)
OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The undersigned, being the Chief Executive Officer and Chair of the Board of Super League Enterprise, Inc., a Delaware corporation (the “*Corporation*”), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “*General Corporation Law*”), the following resolution was duly adopted by unanimous written consent by the Board of Directors of the Corporation (the “*Board of Directors*”) on November 20, 2025, and, pursuant to authority conferred upon the Board of Directors by the provisions of the Corporation’s Third Amended and Restated Certificate of Incorporation (the “*Certificate of Incorporation*”), in accordance with Section 141 of the General Corporation Law by unanimous written consent of the Board of Directors, the Board of Directors adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation’s Series AA-3 Preferred Stock (the “*Preferred Stock*”). These composite resolutions eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of such Preferred Stock are as follows:

WHEREAS, the Certificate of Incorporation of the Corporation, as amended from time to time, authorizes preferred stock consisting of 10,000,000 shares, par value \$0.001 per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and by the provisions of the Corporation’s Certificate of Incorporation, to establish and fix the number of shares to be included in any series of preferred stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series;

WHEREAS, all authorized Series AA-3 Preferred Stock (the “*Preferred Stock*”) have been converted and pursuant to Section 8(i) of the Certificate of Designation of Preferences, Rights and Limitations of the Series AA-3 Preferred Stock (the “*Certificate of Designation*”), any shares converted by the Company shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as such series of Preferred Stock; and

WHEREAS, the Board of Directors has determined it is advisable and in the best interest of the Corporation and its shareholders to eliminate and cancel all designation, rights, preferences and limitations of the shares of such series, and strike all references to such series of Preferred Stock from the books and records of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation the Board of Directors hereby cancels the Certificate of Designation and eliminates such series of Preferred Stock; and

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and delivery any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such Authorized Officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated.

[Signature Page Follows]

IN WITNESS WHEREOF, this Cancellation of Certificate of Powers, Designations, Preferences and Rights of the Series AA-3 Preferred Stock of Institute for Super League Enterprise, Inc. has been executed by a duly authorized officer of the Corporation on this twenty sixth day of January, 2026.

/s/ Matt Edelman
Matt Edelman
CEO & President

CANCELLATION OF
CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES AA-4 PREFERRED STOCK
OF
SUPER LEAGUE ENTERPRISE, INC.

PURSUANT TO SECTION 151(g)
OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The undersigned, being the Chief Executive Officer and Chair of the Board of Super League Enterprise, Inc., a Delaware corporation (the "**Corporation**"), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"), the following resolution was duly adopted by unanimous written consent by the Board of Directors of the Corporation (the "**Board of Directors**") on November 20, 2025, and, pursuant to authority conferred upon the Board of Directors by the provisions of the Corporation's Third Amended and Restated Certificate of Incorporation (the "**Certificate of Incorporation**"), in accordance with Section 141 of the General Corporation Law by unanimous written consent of the Board of Directors, the Board of Directors adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation's Series AA-4 Preferred Stock (the "**Preferred Stock**"). These composite resolutions eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of such Preferred Stock are as follows:

WHEREAS, the Certificate of Incorporation of the Corporation, as amended from time to time, authorizes preferred stock consisting of 10,000,000 shares, par value \$0.001 per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and by the provisions of the Corporation's Certificate of Incorporation, to establish and fix the number of shares to be included in any series of preferred stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series;

WHEREAS, all authorized Series AA-4 Preferred Stock (the "**Preferred Stock**") have been converted and pursuant to Section 8(i) of the Certificate of Designation of Preferences, Rights and Limitations of the Series AA-4 Preferred Stock (the "**Certificate of Designation**"), any shares converted by the Company shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as such series of Preferred Stock; and

WHEREAS, the Board of Directors has determined it is advisable and in the best interest of the Corporation and its shareholders to eliminate and cancel all designation, rights, preferences and limitations of the shares of such series, and strike all references to such series of Preferred Stock from the books and records of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation the Board of Directors hereby cancels the Certificate of Designation and eliminates such series of Preferred Stock; and

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and delivery any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such Authorized Officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated.

[Signature Page Follows]

IN WITNESS WHEREOF, this Cancellation of Certificate of Powers, Designations, Preferences and Rights of the Series AA-4 Preferred Stock of Institute for Super League Enterprise, Inc. has been executed by a duly authorized officer of the Corporation on this Twenty Sixth day of January, 2026.

/s/ Matt Edelman
Matt Edelman
CEO & President

CANCELLATION OF
CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES AA-5 PREFERRED STOCK
OF
SUPER LEAGUE ENTERPRISE, INC.

PURSUANT TO SECTION 151(g)
OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The undersigned, being the Chief Executive Officer and Chair of the Board of Super League Enterprise, Inc., a Delaware corporation (the “*Corporation*”), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “*General Corporation Law*”), the following resolution was duly adopted by unanimous written consent by the Board of Directors of the Corporation (the “*Board of Directors*”) on November 20, 2025, and, pursuant to authority conferred upon the Board of Directors by the provisions of the Corporation’s Third Amended and Restated Certificate of Incorporation (the “*Certificate of Incorporation*”), in accordance with Section 141 of the General Corporation Law by unanimous written consent of the Board of Directors, the Board of Directors adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation’s Series AA-5 Preferred Stock (the “*Preferred Stock*”). These composite resolutions eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of such Preferred Stock are as follows:

WHEREAS, the Certificate of Incorporation of the Corporation, as amended from time to time, authorizes preferred stock consisting of 10,000,000 shares, par value \$0.001 per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and by the provisions of the Corporation’s Certificate of Incorporation, to establish and fix the number of shares to be included in any series of preferred stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series;

WHEREAS, all authorized Series AA-5 Preferred Stock (the “*Preferred Stock*”) have been converted and pursuant to Section 8(i) of the Certificate of Designation of Preferences, Rights and Limitations of the Series AA-5 Preferred Stock (the “*Certificate of Designation*”), any shares converted by the Company shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as such series of Preferred Stock; and

WHEREAS, the Board of Directors has determined it is advisable and in the best interest of the Corporation and its shareholders to eliminate and cancel all designation, rights, preferences and limitations of the shares of such series, and strike all references to such series of Preferred Stock from the books and records of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation the Board of Directors hereby cancels the Certificate of Designation and eliminates such series of Preferred Stock; and

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and delivery any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such Authorized Officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated.

[Signature Page Follows]

IN WITNESS WHEREOF, this Cancellation of Certificate of Powers, Designations, Preferences and Rights of the Series AA-5 Preferred Stock of Institute for Super League Enterprise, Inc. has been executed by a duly authorized officer of the Corporation on this Twenty Sixth day of January, 2026.

/s/ Matt Edelman
Matt Edelman
CEO & President

CANCELLATION OF
CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES AAA PREFERRED STOCK
OF
SUPER LEAGUE ENTERPRISE, INC.

PURSUANT TO SECTION 151(g)
OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The undersigned, being the Chief Executive Officer and Chair of the Board of Super League Enterprise, Inc., a Delaware corporation (the “*Corporation*”), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “*General Corporation Law*”), the following resolution was duly adopted by unanimous written consent by the Board of Directors of the Corporation (the “*Board of Directors*”) on November 20, 2025, and, pursuant to authority conferred upon the Board of Directors by the provisions of the Corporation’s Third Amended and Restated Certificate of Incorporation (the “*Certificate of Incorporation*”), in accordance with Section 141 of the General Corporation Law by unanimous written consent of the Board of Directors, the Board of Directors adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation’s Series AAA Preferred Stock (the “*Preferred Stock*”). These composite resolutions eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of such Preferred Stock are as follows:

WHEREAS, the Certificate of Incorporation of the Corporation, as amended from time to time, authorizes preferred stock consisting of 10,000,000 shares, par value \$0.001 per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and by the provisions of the Corporation’s Certificate of Incorporation, to establish and fix the number of shares to be included in any series of preferred stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series;

WHEREAS, all authorized Series AAA Preferred Stock (the “*Preferred Stock*”) have been converted and pursuant to Section 8(i) of the Certificate of Designation of Preferences, Rights and Limitations of the Series AAA Preferred Stock (the “*Certificate of Designation*”), any shares converted by the Company shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as such series of Preferred Stock; and

WHEREAS, the Board of Directors has determined it is advisable and in the best interest of the Corporation and its shareholders to eliminate and cancel all designation, rights, preferences and limitations of the shares of such series, and strike all references to such series of Preferred Stock from the books and records of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation the Board of Directors hereby cancels the Certificate of Designation and eliminates such series of Preferred Stock; and

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and delivery any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such Authorized Officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated.

[Signature Page Follows]

IN WITNESS WHEREOF, this Cancellation of Certificate of Powers, Designations, Preferences and Rights of the Series AAA Preferred Stock of Institute for Super League Enterprise, Inc. has been executed by a duly authorized officer of the Corporation on this Twenty Sixth day of January, 2026.

/s/ Matt Edelman
Matt Edelman
CEO & President

CANCELLATION OF
CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES AAA JUNIOR CONVERTIBLE PREFERRED STOCK
OF
SUPER LEAGUE ENTERPRISE, INC.

PURSUANT TO SECTION 151(g)
OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The undersigned, being the Chief Executive Officer and Chair of the Board of Super League Enterprise, Inc., a Delaware corporation (the “*Corporation*”), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “*General Corporation Law*”), the following resolution was duly adopted by unanimous written consent by the Board of Directors of the Corporation (the “*Board of Directors*”) on November 20, 2025, and, pursuant to authority conferred upon the Board of Directors by the provisions of the Corporation’s Third Amended and Restated Certificate of Incorporation (the “*Certificate of Incorporation*”), in accordance with Section 141 of the General Corporation Law by unanimous written consent of the Board of Directors, the Board of Directors adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation’s Series AAA Junior Convertible Preferred Stock (the “*Preferred Stock*”). These composite resolutions eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of such Preferred Stock are as follows:

WHEREAS, the Certificate of Incorporation of the Corporation, as amended from time to time, authorizes preferred stock consisting of 10,000,000 shares, par value \$0.001 per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and by the provisions of the Corporation’s Certificate of Incorporation, to establish and fix the number of shares to be included in any series of preferred stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series;

WHEREAS, all authorized Series AAA Junior Convertible Preferred Stock (the “*Preferred Stock*”) have been converted and pursuant to Section 8(i) of the Certificate of Designation of Preferences, Rights and Limitations of the Series AAA Junior Convertible Preferred Stock (the “*Certificate of Designation*”), any shares converted by the Company shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as such series of Preferred Stock; and

WHEREAS, the Board of Directors has determined it is advisable and in the best interest of the Corporation and its shareholders to eliminate and cancel all designation, rights, preferences and limitations of the shares of such series, and strike all references to such series of Preferred Stock from the books and records of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation the Board of Directors hereby cancels the Certificate of Designation and eliminates such series of Preferred Stock; and

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and delivery any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such Authorized Officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated.

[Signature Page Follows]

IN WITNESS WHEREOF, this Cancellation of Certificate of Powers, Designations, Preferences and Rights of the Series AAA Junior Convertible Preferred Stock of Institute for Super League Enterprise, Inc. has been executed by a duly authorized officer of the Corporation on this Twenty Sixth day of January, 2026.

/s/ Matt Edelman
Matt Edelman
CEO & President

CANCELLATION OF
CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES AAA-2 JUNIOR CONVERTIBLE PREFERRED STOCK
OF
SUPER LEAGUE ENTERPRISE, INC.

PURSUANT TO SECTION 151(g)
OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The undersigned, being the Chief Executive Officer and Chair of the Board of Super League Enterprise, Inc., a Delaware corporation (the “*Corporation*”), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “*General Corporation Law*”), the following resolution was duly adopted by unanimous written consent by the Board of Directors of the Corporation (the “*Board of Directors*”) on November 20, 2025, and, pursuant to authority conferred upon the Board of Directors by the provisions of the Corporation’s Third Amended and Restated Certificate of Incorporation (the “*Certificate of Incorporation*”), in accordance with Section 141 of the General Corporation Law by unanimous written consent of the Board of Directors, the Board of Directors adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation’s Series AAA-2 Junior Convertible Preferred Stock (the “*Preferred Stock*”). These composite resolutions eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of such Preferred Stock are as follows:

WHEREAS, the Certificate of Incorporation of the Corporation, as amended from time to time, authorizes preferred stock consisting of 10,000,000 shares, par value \$0.001 per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and by the provisions of the Corporation’s Certificate of Incorporation, to establish and fix the number of shares to be included in any series of preferred stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series;

WHEREAS, all authorized Series AAA-2 Junior Convertible Preferred Stock (the “*Preferred Stock*”) have been converted and pursuant to Section 8(i) of the Certificate of Designation of Preferences, Rights and Limitations of the Series AAA-2 Junior Convertible Preferred Stock (the “*Certificate of Designation*”), any shares converted by the Company shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as such series of Preferred Stock; and

WHEREAS, the Board of Directors has determined it is advisable and in the best interest of the Corporation and its shareholders to eliminate and cancel all designation, rights, preferences and limitations of the shares of such series, and strike all references to such series of Preferred Stock from the books and records of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation the Board of Directors hereby cancels the Certificate of Designation and eliminates such series of Preferred Stock; and

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and delivery any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such Authorized Officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated.

[Signature Page Follows]

IN WITNESS WHEREOF, this Cancellation of Certificate of Powers, Designations, Preferences and Rights of the Series AAA-2 Junior Convertible Preferred Stock of Institute for Super League Enterprise, Inc. has been executed by a duly authorized officer of the Corporation on this Twenty Sixth day of January, 2026.

/s/ Matt Edelman
Matt Edelman
CEO & President

CANCELLATION OF
CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES AAA-3 JUNIOR CONVERTIBLE PREFERRED STOCK
OF
SUPER LEAGUE ENTERPRISE, INC.

PURSUANT TO SECTION 151(g)
OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The undersigned, being the Chief Executive Officer and Chair of the Board of Super League Enterprise, Inc., a Delaware corporation (the “*Corporation*”), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “*General Corporation Law*”), the following resolution was duly adopted by unanimous written consent by the Board of Directors of the Corporation (the “*Board of Directors*”) on November 20, 2025, and, pursuant to authority conferred upon the Board of Directors by the provisions of the Corporation’s Third Amended and Restated Certificate of Incorporation (the “*Certificate of Incorporation*”), in accordance with Section 141 of the General Corporation Law by unanimous written consent of the Board of Directors, the Board of Directors adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation’s Series AAA-3 Junior Convertible Preferred Stock (the “*Preferred Stock*”). These composite resolutions eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of such Preferred Stock are as follows:

WHEREAS, the Certificate of Incorporation of the Corporation, as amended from time to time, authorizes preferred stock consisting of 10,000,000 shares, par value \$0.001 per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and by the provisions of the Corporation’s Certificate of Incorporation, to establish and fix the number of shares to be included in any series of preferred stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series;

WHEREAS, all authorized Series AAA-3 Junior Convertible Preferred Stock (the “*Preferred Stock*”) have been converted and pursuant to Section 8(i) of the Certificate of Designation of Preferences, Rights and Limitations of the Series AAA-3 Junior Convertible Preferred Stock (the “*Certificate of Designation*”), any shares converted by the Company shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as such series of Preferred Stock; and

WHEREAS, the Board of Directors has determined it is advisable and in the best interest of the Corporation and its shareholders to eliminate and cancel all designation, rights, preferences and limitations of the shares of such series, and strike all references to such series of Preferred Stock from the books and records of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation the Board of Directors hereby cancels the Certificate of Designation and eliminates such series of Preferred Stock; and

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and delivery any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such Authorized Officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated.

[Signature Page Follows]

IN WITNESS WHEREOF, this Cancellation of Certificate of Powers, Designations, Preferences and Rights of the Series AAA-3 Junior Convertible Preferred Stock of Institute for Super League Enterprise, Inc. has been executed by a duly authorized officer of the Corporation on this Twenty Sixth day of January, 2026.

/s/ Matt Edelman
Matt Edelman
CEO & President

CANCELLATION OF
CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES AAA-4 JUNIOR CONVERTIBLE PREFERRED STOCK
OF
SUPER LEAGUE ENTERPRISE, INC.

PURSUANT TO SECTION 151(g)
OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The undersigned, being the Chief Executive Officer and Chair of the Board of Super League Enterprise, Inc., a Delaware corporation (the “*Corporation*”), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “*General Corporation Law*”), the following resolution was duly adopted by unanimous written consent by the Board of Directors of the Corporation (the “*Board of Directors*”) on November 20, 2025, and, pursuant to authority conferred upon the Board of Directors by the provisions of the Corporation’s Third Amended and Restated Certificate of Incorporation (the “*Certificate of Incorporation*”), in accordance with Section 141 of the General Corporation Law by unanimous written consent of the Board of Directors, the Board of Directors adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation’s Series AAA-4 Junior Convertible Preferred Stock (the “*Preferred Stock*”). These composite resolutions eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of such Preferred Stock are as follows:

WHEREAS, the Certificate of Incorporation of the Corporation, as amended from time to time, authorizes preferred stock consisting of 10,000,000 shares, par value \$0.001 per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and by the provisions of the Corporation’s Certificate of Incorporation, to establish and fix the number of shares to be included in any series of preferred stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series;

WHEREAS, all authorized Series AAA-4 Junior Convertible Preferred Stock (the “*Preferred Stock*”) have been converted and pursuant to Section 8(i) of the Certificate of Designation of Preferences, Rights and Limitations of the Series AAA-4 Junior Convertible Preferred Stock (the “*Certificate of Designation*”), any shares converted by the Company shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as such series of Preferred Stock; and

WHEREAS, the Board of Directors has determined it is advisable and in the best interest of the Corporation and its shareholders to eliminate and cancel all designation, rights, preferences and limitations of the shares of such series, and strike all references to such series of Preferred Stock from the books and records of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation the Board of Directors hereby cancels the Certificate of Designation and eliminates such series of Preferred Stock; and

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and delivery any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such Authorized Officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated.

[Signature Page Follows]

IN WITNESS WHEREOF, this Cancellation of Certificate of Powers, Designations, Preferences and Rights of the Series AAA-4 Junior Convertible Preferred Stock of Institute for Super League Enterprise, Inc. has been executed by a duly authorized officer of the Corporation on this Twenty Sixth day of January, 2026.

/s/ Matt Edelman
Matt Edelman
CEO & President