

Company number 09931232
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
Flo Live Limited (Company)



Circulation Date: 29/06/2023

Under Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company propose that all resolutions below are passed as special resolutions.



SPECIAL RESOLUTIONS

Resolutions	For	Against
<p>(I) <u>PERSONAL INTEREST</u></p> <p>That the resolutions above are adopted while taking into account the personal interest that the directors listed in this resolution have, directly or indirectly in the proposed transactions and other arrangements set forth in the resolutions below, according to the provisions of the Companies Act 2006 ("CA 2006") , by virtue of such directors being appointed by Investors (as defined in the Agreement which is referred to and defined in the resolution immediately below) and/or such directors being parties to certain transactions approved by the below resolutions. Specifically, Yoram Snir, Yair Snir, Barak Pridor and Daniel Hallgarten, each a director appointed by a shareholder which is participating in the contemplated financing round and a party to the Agreement as an Investor and a Lead Investor, as applicable; and Rony Cohen is a party to the Agreement as a Founder.</p>	✓	
<p>(II) <u>SUBSCRIPTION AGREEMENT</u></p> <p>1. To enter into the Subscription Agreement and all schedules, exhibits and ancillary documents thereto (the "Agreement" <i>Capitalized terms used but undefined herein shall have the meanings ascribed to them in Agreement</i>), substantially in the form attached hereto as Exhibit A, by and among the Company, the Founders and the Investors (all as defined therein), providing for the issuance and allotment of an aggregate number of</p>	✓	



<p>up to 5,950,058 new Preferred C Shares of the Company, par value GBP 0.01 ("Preferred C Shares"), in consideration of an aggregate amount of up to US\$46,810,000 (the "Investment Amount").</p> <p>2. To authorize and approve: (i) the execution, delivery and performance by the Company of the Agreement, providing for, among other things, the issuance and allotment of the New Shares (as defined below); and (ii) the issuance, and allotment of the aforementioned Preferred C Shares to the Investors in consideration of the Investment Amount, all in accordance with the terms and conditions of the Agreement and the allocation of Shares and Investment Amounts therein;</p> <p>3. That, in addition to existing authorities, the Directors be and hereby are generally and unconditionally authorised in accordance with section 551 of CA 2006 to exercise all the powers of the Company to allot up to 5,950,058 Preferred C Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth in the Agreement, upon and subject to the Closing, and to authorize the Company directors to take any action required for allotment and issuance of the New Shares; such authority to expire on December 31, 2023;</p> <p>4. To approve and confirm that the Preferred C Shares when issued to the Investor shall be duly authorized, validly issued, fully paid for, non-assessable upon issuance and free of any restrictions (other than as set forth in the Amended Articles).</p>		
<p>(III) <u>AMENDMENT OF ARTICLES OF ASSOCIATION</u></p> <p>1. To approve, the replacement of the existing Articles of Association of the Company (the "Current Articles") with the Amended and Restated Articles of Association of the Company, substantially in the form attached hereto as Exhibit B (the "Amended Articles");</p>		

<p>It is hereby clarified that the Amended Articles includes the following amendment to the 'Conversion Price' (as defined in the Amended Articles) of certain classes of the Preferred Shares so that following such amendment the Conversion Prices of the Preferred Shares are as follows:</p> <p>Preferred A Shares is US\$ 8.1566, Preferred A1 Shares is of US\$ 8.1566, Preferred A2 Shares is of US\$ 8.7886, Preferred A3 Shares is of US\$ 7.9954, Preferred B1 Shares, is of US\$ 5.8230, Preferred B Shares, is of US\$ 5.8230, Preferred B2 Shares is of US\$ 7.9631, Preferred B3 Shares, is of US\$ 10.6497, Preferred C Shares is of US\$ 7.8672.</p>	✓	
<p>(IV) <u>INVESTORS' RIGHTS AGREEMENT</u></p> <p>1. To authorize and approve the execution, delivery and performance by the Company of the Amended and Restated Investors' Rights Agreement by and between the Company, the Preferred Shareholders and the Ordinary Shareholders (as defined therein), substantially in the form attached hereto as Exhibit C, including all ancillary documents and agreements thereto, subject to and upon the Closing.</p>	✓	
<p>(V) <u>RESERVATION OF ORDINARY SHARES</u></p> <p>1. To authorize and approve that the Company will reserve for issuance sufficient number of Ordinary A Shares to enable the conversion of all issued and outstanding Preferred Shares (as such term is defined in the Amended Articles), subject to and in accordance with the provisions of the Amended Articles, as may be amended from time to time.</p> <p>2. To authorize and approve that the issuance and allotment of Ordinary A Shares only upon conversion of the Preferred Shares, subject to and</p>	✓	

<p>in accordance with the provisions of the Amended Articles, as may be amended from time to time, be, and hereby is, authorized and approved, and that, upon such issuance, such shares shall be fully paid and non-assessable Ordinary A Shares, and shall be free and clear of any pre-emptive rights, liens, claims, encumbrances or third party rights of any kind, except as set forth in the Amended Articles.</p>		
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 839,775 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which together with the current free, unallocated unpromised option pool shall constitute five percent (5%) of the issued and outstanding share capital of the Company on a Fully Diluted Basis (as defined in the Agreement) immediately after the Closing. The said Ordinary C shares shall be allotted only upon the exercise of the corresponding options under the Company's option plan.</p>		

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on 29/06/2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature

Signed by

Date

[Signature Page – Shareholders' Resolution – Flo Live Limited]

✓

NOTES

1. If you wish to vote in favour of a resolution please put an "X" in the "For" box next to that resolution. If you wish to vote against a resolution please put an "X" in the "Against" box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions, please sign and date this document and return it to the Company by email, attaching a scanned copy of the signed document to an email and sending it to sapir@kdlaw.co.il

If there are no resolutions you agree with, you do not need to do anything. You will not be deemed to agree if you fail to reply.

All resolutions are deemed Special Resolutions which require the majority of not less than 75% of the votes cast by those entitled to vote, in order to pass.

2. Once you have indicated your agreement to a resolution, you may not revoke your agreement.

3. Unless by June____, 2023, sufficient agreement is received for a resolution to pass, that resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

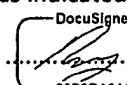
and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.	✓	
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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature

DocuSigned by:

20B2DA9AC763466...
Flo Holdings Limited

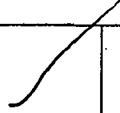
Signed by

.....Rony..Cohen.....

Date

.....

[Signature Page – Shareholders' Resolution – Flo Live Limited]


and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.		
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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature

.. 

Golden Arie Hi Tech Investments Pte., Ltd.

Signed by

.....

Date

30 Jun 2023
.....

[Signature Page – Shareholders’ Resolution – Flo Live Limited]

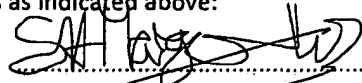
and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.	✓	
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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature



Stephen Howard Margolis

Signed by

.....

Date

.....

[Signature Page – Shareholders’ Resolution – Flo Live Limited]

and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.	✓	
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AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above.

Signature

.....



Simon Tobelem

Signed by


.....

Date

30 Jun 2023

.....

[Signature Page – Shareholders' Resolution – Flo Live Limited]

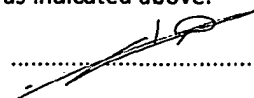
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AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature


.....

Reznik Paz Nevo Trust Ltd.

Signed by

Boaz Goldman
.....

Date

July 2nd, 2023
.....

[Signature Page – Shareholders' Resolution – Flo Live Limited]

and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.	✓	
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AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature

.....

Arye Aberjel

Signed by

.....

Date

03/07/2023
.....

[Signature Page – Shareholders' Resolution – Flo Live Limited]

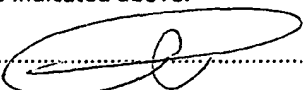
and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.	✓	
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AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature



Shmuel Bezalel


Signed by

.....

Date

July 2nd, 2023
.....

[Signature Page – Shareholders' Resolution – Flo Live Limited]

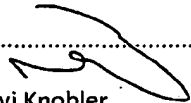
and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.		
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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature


Zvi Knobler

Signed by

.....

Date

July 3rd, 2023
.....

[Signature Page – Shareholders’ Resolution – Flo Live Limited]

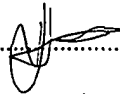
and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.	✓	
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AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature

.....

ESOP Management and Trust Services Ltd.
(in trust for Boris Pliss)

Boris Pliss

Signed by

.....

Date

3.07.2023

.....

[Signature Page – Shareholders' Resolution – Flo Live Limited]

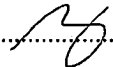
and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.	✓	
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AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June _____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature

.....

ESOP Management and Trust Services Ltd.
(in trust for Boris Shagalov)

Boris Shagalov

Signed by

.....

Date

3.07.2023

.....

[Signature Page – Shareholders' Resolution – Flo Live Limited]

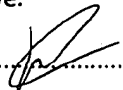
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AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature

.....

ESOP Management and Trust Services Ltd.
(in trust for Daniel Goldberg)

Signed by

..... Daniel Goldberg

Date

..... 3.07.2023

[Signature Page – Shareholders' Resolution – Flo Live Limited]

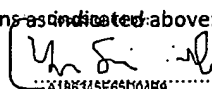
and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.	✓	
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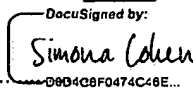
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on June 30, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature





83NORTH IV LP

By: 83North IV G.P. L.P, Its general partner

By: 83North Manager IV, Ltd., Its ultimate general

Yoram Piner Partner Simona Cohen CFO

Signed by

6/30/2023

6/30/2023

Date

[Signature Page – Shareholders’ Resolution – Flo Live Limited]

and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.	✓	
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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on June _____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature

DocuSigned by
Adam Chesnoff

SABAN AA I VENTURES LLC
Adam Chesnoff

Signed by

5/7/2023 | 21:41 PDT

Date

[Signature Page – Shareholders’ Resolution – Flo Live Limited]


and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.	✓	
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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above: DocuSigned by:

Signature


0400987E93A749F::


SB VENTURES LTD.

Signed by

5/7/2023 | 21:11 ISDT

Date

[Signature Page – Shareholders’ Resolution – Flo Live Limited]

and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.		
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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on June _____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature

Yair Snir
Yair Snir / June 30, 2023 / 10:27 AM EST

EMC CORPORATION


Signed by

Yair Snir, Authorized Signatory

Date

.....

[Signature Page – Shareholders’ Resolution – Flo Live Limited]

and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.		
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AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature

DocuSigned by:
Adam Schwenker
C0015003501405



QUALCOMM VENTURES LLC
Adam Schwenker, Authorized Signatory

Signed by

Date

June 29, 2023

[Signature Page – Shareholders’ Resolution – Flo Live Limited]


<p>in accordance with the provisions of the Amended Articles, as may be amended from time to time, be, and hereby is, authorized and approved, and that, upon such issuance, such shares shall be fully paid and non-assessable Ordinary A Shares, and shall be free and clear of any pre-emptive rights, liens, claims, encumbrances or third party rights of any kind, except as set forth in the Amended Articles.</p>		
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 839,775 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which together with the current free, unallocated unpromised option pool shall constitute five percent (5%) of the issued and outstanding share capital of the Company on a Fully Diluted Basis (as defined in the Agreement) immediately after the Closing. The said Ordinary C shares shall be allotted only upon the exercise of the corresponding options under the Company's option plan.</p>	<p>For</p> 	

AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature



Signed by

Anthony Stiefel

Date

.....

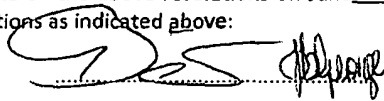
and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.	<input checked="" type="checkbox"/>	
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AGREEMENT

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Signature



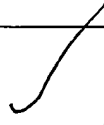
Signed by

TWEGG HOLDINGS ONE LIMITED
Alexandra Ramseler and Jamie Bobb-George
for and on behalf of SERCO MANAGEMENT LIMITED

Date

4 July 2023

[Signature Page – Shareholders’ Resolution – Flo Live Limited]

and other arrangements set forth in the resolutions above, according to the provisions of CA 2006, by virtue of such directors being also a party to certain transaction approved by the above resolutions.		
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AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature



ARGOS CAPITAL APPRECIATION MASTER
FUND LP

Ephraim Gildor the President of Argos
Capital Management Inc. the General
Partner

Signed by

Date

07/06/2023

[Signature Page – Shareholders’ Resolution – Flo Live Limited]

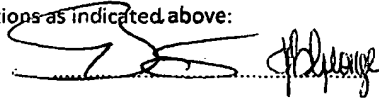
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AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June _____, 2023, hereby irrevocably agrees to those resolutions as indicated above:

Signature



Signed by

GASKAAR HOLDINGS ONE LIMITED
Alexandra Ramseler and Jamie Bobb-George
for and on behalf of SERCO MANAGEMENT LIMITED

Date

4 July 2023

[Signature Page – Shareholders’ Resolution – Flo Live Limited]

NOTES

1. If you wish to vote in favour of a resolution please put an "X" in the "For" box next to that resolution. If you wish to vote against a resolution please put an "X" in the "Against" box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions, please sign and date this document and return it to the Company by email, attaching a scanned copy of the signed document to an email and sending it to sapir@kdlaw.co.il

If there are no resolutions you agree with, you do not need to do anything. You will not be deemed to agree if you fail to reply.

All resolutions are deemed Special Resolutions which require the majority of not less than 75% of the votes cast by those entitled to vote, in order to pass.

2. Once you have indicated your agreement to a resolution, you may not revoke your agreement.

3. Unless by July 6th, 2023, sufficient agreement is received for a resolution to pass, that resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.