

Company number 09931232
PRIVATE COMPANY LIMITED BY SHARES
MINUTES OF RESOLUTIONS OF SHAREHOLDERS
of
Flo Live Limited (**Company**)

Date: March 1 2022

Shareholders participating (holding 100% of the Company's issued shares-the "**Participating Shareholders**"):

Flo Holdings Limited, Golden Arie High Tech Investments Pte. Ltd, Stephen Howard Margolis, Simon Tobelem, Reznik Paz Nevo Trusts Ltd., Arye Aberjel, Shmuel Bezalel, Zvi Knobler ESOP Management and Trust Services Ltd. (for Boris Shagalov, Daniel Goldberg and Boris Pliss), 83North IV LP, Saban AA I Ventures LLC, SB Ventures Ltd., EMC Corporation, Qualcomm Ventures LLC.

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
<p>(I) <u>SUBSCRIPTION AGREEMENT</u></p> <ol style="list-style-type: none"> 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 up to 1,918,568 new Preferred B-3 Shares of the Company, par value GBP 0.01 ("Preferred B-3 Shares"). 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 B-3 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; 3. To approve the issuance and allotment of up to 1,918,568 Preferred B-3 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; 4. To approve and confirm that the Preferred B-3 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).

(II) **AMENDMENT OF ARTICLES OF ASSOCIATION**

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**”);

(III) **INVESTORS' RIGHTS AGREEMENT**

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.

(IV) **RESERVATION OF ORDINARY SHARES**

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.
2. To authorize and approve that the issuance and allotment of Ordinary A Shares only upon conversion of the Preferred Shares, subject to and 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.


(V) **OPTION POOL**

Immediately prior to the Closing, to reserve an additional 539,814 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 share shall be allotted only upon the exercise

of the corresponding options under the Company's option plan.
<p>(VI) <u>INDEMNIFICATION AGREEMENT</u></p> <p>To ratify and approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute, deliver and perform such agreement with each of the current and future members of the Board of Directors.</p>
<p>(VII) <u>PERSONAL INTEREST</u></p> <p>That the resolutions above are adopted while taking into account the personal interest that each director has, directly or indirectly in the proposed transactions 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.</p>

All of the above resolutions were passed after 100% of the participating shareholders voted "for" with regard of each resolution.

No other resolutions were brought before the participating shareholders.

DocuSigned by:

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Rony Cohen, Chairman