

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



Circulation Date: June 2, 2021

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>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 up to 1,873,921 additional Preferred B-2 Shares of the Company, par value GBP 0.01 ("Preferred B-2 Shares"), in consideration of an aggregate amount of up to US\$15,000,000 (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 B-2 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. To approve the issuance and allotment of up to 1,873,921 Preferred B-2 Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth</p>	<p>✓</p> <p>✓</p> <p>✓</p>	

<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>(II) <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>(III) <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>(IV) <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</p>	✓	

<p>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.</p>		
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>	<p>✓</p>	
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>	<p>✓</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>	<p>✓</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 June 2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Signature

.....

Signed by

..... Arye Aberjel

Date

..... 6.6.2021

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

Circulation Date: June 2, 2021

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SPECIAL RESOLUTIONS

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<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>	X	
<p>(II) <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>	X	
<p>(III) <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>	X	
<p>(IV) <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</p>	<p>X</p> <p>X</p>	

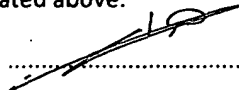
<p>allotment of Ordinary A Shares only upon conversion of the Preferred Shares, subject to and in accordance with the provisions of the Amended Articles, as may be amended from time to time, be, and hereby is, authorized and approved, and that, upon such issuance, such shares shall be fully paid and 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.</p>		
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>	X	
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>	X	
<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>	X	

AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June 2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Signature


.....

Signed by

Boaz Goldman

Date

6.6.2021

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

Circulation Date: June 2, 2021

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SPECIAL RESOLUTIONS

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<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>(II) <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>(III) <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>(IV) <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</p>	✓	

<p>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.</p>	<p>✓</p>	
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>	<p>✓</p>	
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>	<p>✓</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>	<p>✓</p>	

AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on June2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Signature



.....

Signed by

Shmuel Bezalet

Date


6.6.21

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

Circulation Date: June 2, 2021

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>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 up to 1,873,921 additional Preferred B-2 Shares of the Company, par value GBP 0.01 ("Preferred B-2 Shares"), in consideration of an aggregate amount of up to US\$15,000,000 (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 B-2 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. To approve the issuance and allotment of up to 1,873,921 Preferred B-2 Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth</p>		

<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>(II) <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>(III) <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>(IV) <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</p>	✓	


<p>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.</p>	✓	
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the Indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>	✓	
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>	✓	
<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>	✓	

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Signature

.....

Signed by

.....zvi knobler

Date

.....6/6/2021

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

Circulation Date: June 2, 2021

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Resolutions	For	Against
<p>(I) <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 up to 1,873,921 additional Preferred B-2 Shares of the Company, par value GBP 0.01 ("Preferred B-2 Shares"), in consideration of an aggregate amount of up to US\$15,000,000 (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 B-2 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. To approve the issuance and allotment of up to 1,873,921 Preferred B-2 Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth</p>	v	

<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>		
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<p>(III) <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>	v	
<p>(IV) <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</p>	v	

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AGREEMENT

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Signature	<u>Rami Fital</u>	<u>Yoram Snir</u>
Signed by	Rami Fital	Yoram Snir
Date	June 3, 2021	June 3, 2021


83NORTH IV LIMITED PARTNERSHIP
By: 83North IV G.P. L.P, its general partner
By: 83North Manager IV, Ltd., its ultimate
general partner




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




Circulation Date: June 2, 2021

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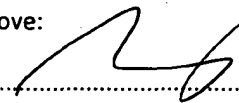
<p>allotment of Ordinary A Shares only upon conversion of the Preferred Shares, subject to and in accordance with the provisions of the Amended Articles, as may be amended from time to time, be, and hereby is, authorized and approved, and that, upon such issuance, such shares shall be fully paid and 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.</p>		
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>		
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>		
<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>		

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 June2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Signature


.....

Signed by

Boris Shagalov
.....

Date


7.06.2021
.....




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




Circulation Date: June 2, 2021

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>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 up to 1,873,921 additional Preferred B-2 Shares of the Company, par value GBP 0.01 ("Preferred B-2 Shares"), in consideration of an aggregate amount of up to US\$15,000,000 (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 B-2 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. To approve the issuance and allotment of up to 1,873,921 Preferred B-2 Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth</p>		

<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>(II) <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>(III) <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>(IV) <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</p>		

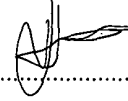
<p>allotment of Ordinary A Shares only upon conversion of the Preferred Shares, subject to and in accordance with the provisions of the Amended Articles, as may be amended from time to time, be, and hereby is, authorized and approved, and that, upon such issuance, such shares shall be fully paid and 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.</p>		
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>		
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>		
<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>		

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 2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Signature



Signed by

Boris Pliss

Date


07.06.2021

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





Circulation Date: June 2, 2021

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>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 up to 1,873,921 additional Preferred B-2 Shares of the Company, par value GBP 0.01 ("Preferred B-2 Shares"), in consideration of an aggregate amount of up to US\$15,000,000 (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 B-2 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. To approve the issuance and allotment of up to 1,873,921 Preferred B-2 Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth</p>		

<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>(II) <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>(III) <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>(IV) <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</p>	✓	

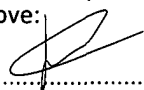
<p>allotment of Ordinary A Shares only upon conversion of the Preferred Shares, subject to and in accordance with the provisions of the Amended Articles, as may be amended from time to time, be, and hereby is, authorized and approved, and that, upon such issuance, such shares shall be fully paid and 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.</p>		
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>		
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>		
<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>		

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 2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Signature



Signed by

Daniel Goldberg

Date

6/5/21

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

Circulation Date: June 2, 2021

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>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 up to 1,873,921 additional Preferred B-2 Shares of the Company, par value GBP 0.01 ("Preferred B-2 Shares"), in consideration of an aggregate amount of up to US\$15,000,000 (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 B-2 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. To approve the issuance and allotment of up to 1,873,921 Preferred B-2 Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth</p>	<p>X</p> <p>X</p> <p>X</p>	

<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>	X	
<p>(II) <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>	X	
<p>(III) <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>	X	
<p>(IV) <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</p>	X	

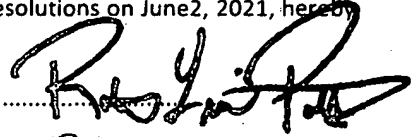
<p>allotment of Ordinary A Shares only upon conversion of the Preferred Shares, subject to and in accordance with the provisions of the Amended Articles, as may be amended from time to time, be, and hereby is, authorized and approved, and that, upon such issuance, such shares shall be fully paid and 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.</p>	X	
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>	X	
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>	X	
<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>	X	

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 2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Signature



Signed by

Robert L. Potts

Date

3-June-2021

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

Circulation Date: June 2, 2021

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>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 up to 1,873,921 additional Preferred B-2 Shares of the Company, par value GBP 0.01 ("Preferred B-2 Shares"), in consideration of an aggregate amount of up to US\$15,000,000 (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 B-2 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. To approve the issuance and allotment of up to 1,873,921 Preferred B-2 Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth</p>	<p style="text-align: center;">X</p> <p style="text-align: center;">X</p> <p style="text-align: center;">X</p>	

<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>	X	
<p>(II) <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>	X	
<p>(III) <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>	X	
<p>(IV) <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</p>	X	

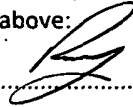
<p>allotment of Ordinary A Shares only upon conversion of the Preferred Shares, subject to and in accordance with the provisions of the Amended Articles, as may be amended from time to time, be, and hereby is, authorized and approved, and that, upon such issuance, such shares shall be fully paid and 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.</p>	<p>×</p>	
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>	<p>×</p>	
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>	<p>×</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>	<p>×</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 June 2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Signature



Signed by

Rony Cohen on Behalf of FLO HOLDINGS

Date

6.6.2021

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

Circulation Date: June 2, 2021

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>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 up to 1,873,921 additional Preferred B-2 Shares of the Company, par value GBP 0.01 ("Preferred B-2 Shares"), in consideration of an aggregate amount of up to US\$15,000,000 (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 B-2 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. To approve the issuance and allotment of up to 1,873,921 Preferred B-2 Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth</p>	<p>X</p> <p>X</p> <p>X</p>	

<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>	X	
<p>(II) <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>	X	
<p>(III) <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>	X	
<p>(IV) <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</p>	X	


<p>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.</p>		
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>	X	
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>	X	
<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>	X	

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 2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Signature

.....

Signed by

.....S. H. MARGOLIS

Date

.....

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

Circulation Date: June 2, 2021

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>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 up to 1,873,921 additional Preferred B-2 Shares of the Company, par value GBP 0.01 ("Preferred B-2 Shares"), in consideration of an aggregate amount of up to US\$15,000,000 (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 B-2 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. To approve the issuance and allotment of up to 1,873,921 Preferred B-2 Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth</p>	X	

<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>(II) <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>	X	
<p>(III) <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>	X	
<p>(IV) <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</p>	X	

<p>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.</p>		
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>	X	
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>	X	
<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>	X	

AGREEMENT

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

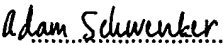
The undersigned, a person entitled to vote on the above resolutions on June 2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Qualcomm Ventures LLC

Signature

Signed by

Date

DocuSigned by:

C001580B5381485...

Adam Schwenker, Authorized Signatory

June 2, 2021

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

Circulation Date: June 2, 2021

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>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 up to 1,873,921 additional Preferred B-2 Shares of the Company, par value GBP 0.01 ("Preferred B-2 Shares"), in consideration of an aggregate amount of up to US\$15,000,000 (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 B-2 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. To approve the issuance and allotment of up to 1,873,921 Preferred B-2 Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth</p>	X	

<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>(II) <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>	X	
<p>(III) <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>	X	
<p>(IV) <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</p>	X	

<p>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.</p>		
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>	X	
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>	X	
<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>	X	

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 2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Signature

l

Adam Chesnoff

Signed by

8/6/2021 | 08:01 PDT

Date

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

Circulation Date: June 2, 2021

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>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 up to 1,873,921 additional Preferred B-2 Shares of the Company, par value GBP 0.01 ("Preferred B-2 Shares"), in consideration of an aggregate amount of up to US\$15,000,000 (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 B-2 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. To approve the issuance and allotment of up to 1,873,921 Preferred B-2 Shares of the Company, par value GBP 0.01 each (the "New Shares") to the Investors, according to the allocation set forth</p>	X	

<p>in the Agreement, upon and subject to the Closing;</p> <p>4. To approve and confirm that the Preferred B-2 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>(II) <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>	X	
<p>(III) <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>	X	
<p>(IV) <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</p>	X	


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.		
<p>(V) <u>INDEMNIFICATION AGREEMENTS</u></p> <p>To approve the form of the indemnification agreements attached hereto as Exhibit D, and to take any action and execute such agreement with each of the members of the Board of Directors.</p>	X	
<p>(VI) <u>OPTION POOL</u></p> <p>Immediately prior to the Closing, to reserve an additional 562,178 Ordinary C Shares for allocation of options to purchase Ordinary C Shares under the Company's share option plan, which 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>	X	
<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>	X	

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 June2, 2021, hereby irrevocably agrees to those resolutions as indicated above:

Signature


.....

Barak Pridor

Signed by

.....

Date

7/6/2021 | 17:13 ISDT

.....

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 yonatan@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 9, 2021, 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.