

**TRANSCEND MEDIA, INC.**  
**ACTION BY WRITTEN CONSENT**  
**OF THE STOCKHOLDERS**

In accordance with the Corporation Law of the State of Delaware and the Bylaws of Transcend Media, Inc., a Delaware corporation (the “Company”), the undersigned stockholders of the Company hereby take the following actions and adopt the following resolution by written consent without a meeting

**Adoption of 2022 Stock Plan**

**RESOLVED:** That the 2022 Stock Plan, in substantially the form made available herewith to the stockholders, is hereby adopted and approved and 1,000,000 shares of the Company’s Common Stock are hereby reserved for issuance thereunder.


*[Signature Page Follows]*

This action may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same action.

**STOCKHOLDER:**

**MARWAN REFAAT**

E-signed using Clerky (1a4000d8ff77aa3823781b6eed62346)

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Date: August 16, 2022