

TRANSCEND MEDIA, INC.
ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS

August 16, 2022

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, constituting all of the members of the Company’s Board of Directors (the “Board”), hereby take the following actions and adopt the following resolutions by unanimous written consent without a meeting:

1. Adoption of the 2022 Stock Plan

RESOLVED: That the 2022 Stock Plan (the “Plan”), in substantially the form made available herewith to the Board of Directors, is hereby adopted and 1,000,000 shares of the Company’s Common Stock are hereby reserved for issuance under the Plan.

RESOLVED FURTHER: That the Plan shall continue for 10 years from the effective date of these resolutions unless terminated earlier pursuant to its terms.

RESOLVED FURTHER: That the forms of Notice of Stock Option Grant and Stock Option Agreement, the form of Notice of Restricted Stock Award and Restricted Stock Purchase Agreement and the form of Notice of Restricted Stock Award and Restricted Stock Agreement, in substantially the form made available herewith to the Board of Directors are hereby approved to document awards granted under the Plan, with such modifications or amendments to each form, or any individual agreement, as may be approved by the officers of the Company, or any of them individually, provided that any such changes do not individually, or in the aggregate, have a material financial, legal, tax or accounting impact on the Company or any of its affiliates.

RESOLVED FURTHER: That it is desirable and in the best interest of the Company that its securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or any Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of the Company as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of the Company any and all such acts as they deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority from the Company and the approval and ratification by the Company of the papers and documents so executed and the action so taken.

RESOLVED FURTHER: That the officers and their designees or agents are hereby authorized to perform on behalf of the Company any and all such acts as they deem necessary or advisable in order to comply with any applicable state laws, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process.

RESOLVED FURTHER: That the officers of the Company, in consultation with legal counsel, are authorized and directed to take any and all additional actions and file any other documents necessary to carry out the intent and purposes of the foregoing resolutions, including qualifying or exempting the issuance of securities under the Plan from the registration requirements of applicable state law.

RESOLVED FURTHER: That the officers of the Company are hereby authorized and directed to seek stockholder approval of the Plan.

2. **Omnibus Resolution**


RESOLVED: That each of the officers is authorized and empowered to take all such actions (including, without limitation, soliciting appropriate consents or waivers from stockholders) and to execute and deliver all such documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions and to effect any transactions contemplated thereby and the performance of any such actions and the execution and delivery of any such documents shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

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.

DIRECTOR:

MARWAN REFAAT

E-signed using Clerkly (7ba1792efabe4dbe994c47893f00f96a)

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Date: August 16, 2022