

**PROPIO LS, LLC  
WRITTEN CONSENT OF  
THE SOLE MEMBER**

**July 31, 2022**

The undersigned, constituting the sole member (the “Member”) of Propio LS, LLC, a Delaware limited liability company (the “Company”), hereby adopts in writing the following resolutions in accordance with the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*), as amended from time to time, effective as of the date first written above:

**APPROVAL OF EQUITY PURCHASE AGREEMENT**

WHEREAS, the officers of the Company have proposed to enter into that an Equity Purchase Agreement (the “Purchase Agreement”), to be dated on or about August 1, 2022, by and between A&L Founder Holdings, Inc., a Delaware corporation (“Seller”) and the Company, a draft of which has been provided to the Member, pursuant to which the Company will purchase all of the issued and outstanding equity interests of Telanguage, LLC, a Delaware limited liability company (“Telanguage”), from Seller for the aggregate consideration of up to \$70,000,000 subject to certain adjustments further set forth in Purchase Agreement (the “Purchase Price”) (the “Acquisition”);

WHEREAS, pursuant to the Purchase Agreement, a portion of the Purchase Price will be financed by the Company causing Telanguage, simultaneously to consummating the transaction, to issue to Seller a promissory note in the principal of amount of \$10,000,000 (the “Seller Note”), a draft of which has been presented to the Member;

WHEREAS, the Member has reviewed the Purchase Agreement and all other agreements, documents, and instruments ancillary thereto and contemplated thereby (collectively, with the Seller Note, the “Ancillary Documents”); and

WHEREAS, the Member has determined that it is in the best interests of the Company to enter into and approve the Purchase Agreement, the Ancillary Documents, and the Acquisition and other transactions contemplated thereby including, without limitation, causing Telanguage to issue the Seller Note.

NOW, THEREFORE, BE IT:

RESOLVED, that the Purchase Agreement, the Ancillary Documents, and the Acquisition and other transactions contemplated thereby including, without limitation, the Seller Note, be, and each of them hereby is, approved;

FURTHER RESOLVED, that the officers of the Company and, with regard to the Seller Note, the officers of Telanguage upon the consummation of the Transaction (each such person, an “Authorized Officer”), be, and each of them hereby is, authorized and empowered to execute and deliver the Purchase Agreement and the Ancillary Documents, each in the form previously reviewed by the Member, including all annexes, exhibits and schedules attached thereto, in the name and on behalf of the Company and, with regard to the Seller Note, Telanguage, with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions or changes).

## **ADOPTION OF AMENDED AND RESTATED LLC AGREEMENT**

WHEREAS, following the consummation of the Acquisition, the Company will be the sole member of Telanguage;

WHEREAS, in accordance with Section 12.d of the Operating Agreement of Telanguage (the “Prior LLC Agreement”), the Company desires to amend and restate the Prior LLC Agreement in its entirety;

WHEREAS, the Member has reviewed an Amended and Restated Limited Liability Company Agreement of Telanguage (the “Amended LLC Agreement”); and

WHEREAS, the Member has determined that it is in the best interests of the Company to enter into and approve the Amended LLC Agreement.

NOW, THEREFORE, BE IT:

RESOLVED, that the Amended LLC Agreement be, and hereby is, approved;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute the Amended LLC Agreement, in the form previously reviewed by the Member, including all annexes, exhibits and schedules attached thereto, in the name and on behalf of the Company, with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions or changes); and

FURTHER RESOLVED, that upon execution of the Amended LLC Agreement by an Authorized Officer, the Amended LLC Agreement shall be adopted as the limited liability company agreement of Telanguage and shall supersede and replace the Prior LLC Agreement in all respects.

## **GENERAL AUTHORIZATIONS**

RESOLVED, that the Authorized Officers, and each of them, are hereby authorized, for and on behalf of the Company, to execute and deliver such other instruments and to take such other action as such officers, or any of them, may deem necessary or advisable to carry out the purposes of the foregoing resolutions;

RESOLVED, that all actions of the Authorized Officers prior to the date of these resolutions, with respect to the transactions contemplated hereby be, and such actions hereby are, confirmed, ratified, adopted and approved in all respects; and

RESOLVED, that this written consent may be executed by electronic or facsimile signature and in any number of counterparts, each of which will for all purposes be deemed an original, and all such counterparts together will constitute one and the same document.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the date first written above and this written consent shall be filed with the minutes and proceedings of the Company.

**MEMBER:**

PROPIO HOLDINGS, LLC

By: Marco Assis  
Name: Marco Assis  
Its: Chief Executive Officer