Bleedio Tech, Inc

Action by Unanimous Written Consent

OF THE BOARD OF DIRECTORS

June 5, 2024

In accordance with Section 141(f) of the Delaware General Corporation Law and the Bylaws of Bleedio Tech, 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:

WHEREAS, the Company is preparing to engage employees, advisors, and other contributors and anticipates granting stock options as part of their compensation, and the Board desires to adopt a non-statutory stock option plan to govern such grants;

WHEREAS, by Action by Unanimous Written Consent of the Board dated May 30, 2024, the Board determined that the fair value of the Company's Common Stock was $0.001 per share, and authorized the initial issuance of Common Stock to the founders at that price; no material event has occurred between May 30, 2024 and the date hereof that would affect the fair market value of the Company's Common Stock;

WHEREAS, the Board desires to confirm, in advance of any option grants, the fair market value of the Company's Common Stock for purposes of setting the minimum exercise price of stock options, and to establish a conservative exercise price floor that is materially above such fair market value to provide a substantial cushion under Section 409A of the Internal Revenue Code (the "**Code**");

WHEREAS, this Action by Unanimous Written Consent is intended to constitute the **written report** evidencing the Board's valuation of the Company's Common Stock for purposes of the illiquid start-up presumption under Treasury Regulation **Section 1.409A-1(b)(5)(iv)(B)(2)(iii)**, which presumption applies to a service recipient that has been conducting trade or business for less than ten (10) years, whose stock is not readily tradable on an established securities market, and whose stock is not subject to any put, call, or other right or obligation to purchase such stock (other than a right of first refusal);

WHEREAS, the Board has considered the relevant factors prescribed by Treasury Regulation **Section 1.409A-1(b)(5)(iv)(B)(1)** as follows:

(i) **Value of tangible and intangible assets.** The Company's tangible assets consist of cash from founder contributions and de minimis equipment. The Company's intangible assets consist primarily of (A) intellectual property contributed by the founders (provisional patent concepts in wireless mesh networking and proprietary firmware in early development), and (B) the founders' know-how. The founder stock issuance on May 30, 2024 was made at a per-share price of $0.001, which the Board determined to be the fair value of the shares as of that date based on the value of the cash and IP contributed by the founders;

(ii) **Present value of anticipated future cash flows.** The Company has no revenue, no executed customer contracts, and no commercialized products as of the date hereof. Any present value of anticipated future cash flows is highly speculative and not reliably determinable; accordingly, this factor is given limited weight relative to the asset-based determination;

(iii) **Market value of stock or equity interests in similar corporations.** No directly comparable publicly-traded company exists for a pre-revenue wireless mesh networking startup at this stage. Reference to broader market multiples for IoT or networking infrastructure companies would imply a Common Stock value far in excess of fair market value at this stage given the substantial discount applicable to pre-revenue, illiquid, controlled-class Common Stock;

(iv) **Recent arms-length transactions in the Company's stock.** The May 30, 2024 founder issuance at $0.001 per share is the only equity transaction to date and is not arms-length (founders are also the directors). No other transactions in the Company's stock have occurred;

(v) **Other relevant factors.** The Company's Common Stock is illiquid and subject to significant transfer restrictions, including a right of first refusal in favor of the Company. The Common Stock is the controlling-class equity but is subordinated in any future financing to preferred stock or convertible instruments that may be issued (including SAFEs). The Board has applied a Discount for Lack of Marketability (DLOM) of approximately thirty-five percent (35%), within the range customary for pre-revenue, early-stage, controlled-class common stock of an illiquid private company (typically 25%–40% per published valuation guidance), reflecting the absence of a public market, transfer restrictions, and the substantial time and uncertainty before any liquidity event;

WHEREAS, based on the foregoing factors, the Board determines that the fair market value of the Company's Common Stock as of June 5, 2024 is **$0.001 per share**, consistent with the determination of fair value made on May 30, 2024;

WHEREAS, the Company, acting through the Board in its corporate-governance capacity, has reasonably determined — based on documented backgrounds independently verifiable from third-party sources (academic transcripts, employment records, and public filings) — that the persons performing this valuation are qualified within the meaning of Treasury Regulation Section 1.409A-1(b)(5)(iv)(B)(2)(iii), specifically: (a) **Stanislav Podolski** holds a Master of Business Administration with a Strategy and Finance track from Rutgers Business School (2009) and a Master of Science in Physics from Nizhny Novgorod State University (1992), and has over 25 years of executive experience in technology companies including roles as Chief Executive Officer, Chief Operating Officer, and Chief Technology Officer at multiple operating companies (including Elevate

AI, HundredGraphs, Vivio Health, and Orangry), and earlier consulting roles at Accenture and Ernst & Young, with substantial demonstrated experience in business planning, financial analysis, and enterprise valuation; and (b) **Mikhail Kolobov** holds a Bachelor of Science in Radiophysics Engineering from Saint Petersburg State Technical University and has over 16 years of experience as Founder and Chief Executive Officer of Prox SG Pte. Ltd., an operating IoT and electronics business in Singapore, with substantial demonstrated experience in the line of business in which the Company operates; in each case constituting substantially more than the five (5) years of comparable business experience in the relevant industry referenced in the regulation. The Company acknowledges that the persons performing the valuation are also members of the Board, and the Board has determined that no independent third-party appraisal is feasible at this pre-revenue, pre-funding stage of the Company's existence;

NOW, THEREFORE, BE IT RESOLVED as follows:

1. Adoption of 2024 Stock Option Plan

RESOLVED: That the Company hereby adopts the 2024 Stock Option Plan in the form attached hereto as **Exhibit A** (the "**Plan**"), with an effective date of June 5, 2024 and a term of ten (10) years from such effective date, a share reserve of 1,500,000 shares of Common Stock, authorizing the grant of Non-Statutory Stock Options only (no Incentive Stock Options shall be granted under the Plan unless and until the Plan is amended and approved by the Company's stockholders in accordance with Section 422(b)(1) of the Code and 26 C.F.R. Section 1.422-3); and that the Chief Executive Officer is authorized to administer the Plan on behalf of the Board and to execute form Option Agreements consistent with the Plan.

2. Fair Market Value Determination

RESOLVED: That, based on the factors and analysis set forth in the recitals above, the Board hereby determines, in good faith, that the fair market value of the Company's Common Stock as of June 5, 2024 is **$0.001 per share** (one tenth of one cent), consistent with the determination of fair value made by the Board on May 30, 2024 in connection with the founder stock issuance; and that this Action by Unanimous Written Consent constitutes the written report required under Treasury Regulation Section 1.409A-1(b)(5)(iv)(B)(2)(iii) evidencing such determination.

3. Exercise Price Floor for Future Grants

RESOLVED: That the exercise price of all stock option grants made under the Plan shall be no less than **$0.01 per share** (one cent), which represents ten (10) times the current fair market value of the Common Stock and provides a substantial cushion above fair market value under Section 409A of the Code, until such time as the Board makes a new fair market value determination or the Company obtains a formal independent appraisal under Section 409A of the Code; that the Board shall revisit the fair market value determination and exercise price floor upon the occurrence of any of the following events, whichever comes first: (a) the closing of a priced equity financing round; (b) the Company obtaining a formal independent 409A appraisal; (c) any material change in the Company's financial condition, operations, or prospects that the Board determines would materially affect the fair market value of the Common Stock; or (d) twelve (12) months from the date of this consent.

4. 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.

[Signature Page Follows]

In accordance with the Company's Bylaws, 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:

Stanislav Podolski:

Date:

In accordance with the Company's Bylaws, 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:

Mikhail Kolobov:

Date:

Note: This Action by Unanimous Written Consent was subsequently ratified, confirmed, and approved in all respects by Action by Unanimous Written Consent of the Board of Directors dated June 5, 2025 pursuant to Section 204 of the Delaware General Corporation Law.

EXHIBIT A

2024 STOCK OPTION PLAN

(See attached.)