

**IMPORTANT NOTICE FOR EXISTING STOCKHOLDERS OF tZERO GROUP, INC.**

**tZERO GROUP, INC.**  
(a Delaware corporation)

**NOTICE OF ACTION TAKEN BY  
WRITTEN CONSENT OF THE STOCKHOLDERS**

May 25, 2023

TO: ALL EXISTING STOCKHOLDERS OF tZERO GROUP, INC.

Pursuant to Section 228(e) of the Delaware General Corporation Law, this notice is provided to you as a holder of capital stock of tZERO Group, Inc., a Delaware corporation (the “**Corporation**”). The Corporation hereby informs you that, effective May 24, 2023, the holders of a majority of the outstanding shares of the Corporation’s capital stock (together, the “**Stockholders**”), took the following action by written consent without a meeting:

Approved the amendment of its Certificate of Incorporation, pursuant to Section 102 of the Delaware General Corporation Law, relating to officers of the Corporation.

**This notice is provided for information purposes only; no action relating to this notice is required by you at this time.**

**TZERO GROUP, INC.**

Alan P.W. Konevsky  
Chief Legal Officer & Secretary

**IMPORTANT NOTICE FOR EXISTING STOCKHOLDERS OF TZERO GROUP, INC.**

**tZERO GROUP, INC.**  
(a Delaware corporation)

**NOTICE OF ACTION TAKEN BY  
WRITTEN CONSENT OF THE STOCKHOLDERS**

March 2, 2022

TO: ALL EXISTING STOCKHOLDERS OF tZERO GROUP, INC.

Pursuant to Section 228(e) of the Delaware General Corporation Law, this notice is provided to you as a holder of capital stock of tZERO Group, Inc., a Delaware corporation (the “**Corporation**”). The Corporation hereby informs you that, effective February 18, 2022, the holders of a majority of the outstanding shares of the Corporation’s capital stock (together, the “**Stockholders**”), took the following action by written consent without a meeting:

Approved the amendment of its Certificate of Incorporation in order to increase the total number of the authorized shares of the Corporation’s capital stock from 600,000,000 to 900,000,000, and the total number of authorized shares of the Corporation’s Common Stock, par value \$0.01 per share, from 500,000,000 to 650,000,000, and the total number of authorized shares of the Corporation’s Preferred Stock, par value \$0.01 per share, from 100,000,000 to 250,000,000.

Copies of the Action by Written Consent of the Stockholders approving the foregoing actions are available from the Corporation upon written request. **This notice is provided for information purposes only; no action relating to this notice is required by you at this time.**

**TZERO GROUP, INC.**

Alan P.W. Konevsky  
Chief Legal Officer & Secretary