[redacted]

Date: 02/05/2023

Dear Sirs

Investment in Socratix Holdings Limited (the "Company")

Reference is made to that Simple Agreement for Future Equity with a “Post-Money Valuation Cap” entered into between the Investor and the Company on or around the date hereof (the “**Investor’s Safe**”).

As a material inducement to the Investor’s investment, Taranveer Singh Sabharwal of 1 The Grove, Yeadon, Leeds, UK, being the founder and sole shareholder of the Company (the "**Founder**") agrees to the provisions set forth in this letter. Capitalised terms used, and not otherwise defined, herein shall have the meanings set forth in the Investor’s Safe.

The Founder hereby undertakes to the Investor, unless otherwise agreed in writing between the Investor and the Founder, not to carry on the Business unless such Business is conducted through the Company or a 100% direct or indirect subsidiary entity of the Company.

This undertaking is given subject to (i) any requirement of law or of any judicial, administrative or regulatory authority and (ii) the directors of the Company being satisfied, in their sole and absolute discretion, that it is in the best interests of the Group Companies that any new Business be conducted through the Company or a 100% direct or indirect subsidiary of the Company.

This letter is governed by the laws of the British Virgin Islands.

Yours sincerely

____

Taranveer Singh Sabharwal