



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

**Beneficient**  
(Name of Issuer)

**Class A Common Stock with a par value \$0.001 per share**  
(Title of Class of Securities)

**08178Q101**  
(Cusip)

**June 27, 2023**

(Date of Event, which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information, which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act out shall be subject to all other provisions of the Act, (however, see the Notes).

<b>Cusip 08178Q101</b>			
1	NAME OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  YA II PN, Ltd. (98-0615462)		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: CAYMAN ISLANDS		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER: 0	
	6	SHARED VOTING POWER: 20,971,798*	
	7	SOLE DISPOSITIVE POWER: 0	
	8	SHARED DISPOSITIVE POWER: 20,971,798*	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 20,971,798*		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) <input type="checkbox"/> EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 9.99%**		
12	TYPE OF REPORTING PERSON: CO		

\* 20,971,798 shares of Class A Common Shares ("Class A Shares") consisting of the direct ownership of 456,204 Class A Shares plus the deemed ownership of 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

\*\* Calculation based on 209,884,784 Class A Shares outstanding, consisting of 189,373,498 Class A Shares outstanding as of the date of this report and an additional 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

<b>Cusip 08178Q101</b>			
1	NAME OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  YA Global Investments II (U.S.), LP (42-1766918)		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER: 0	
	6	SHARED VOTING POWER: 20,971,798*	
	7	SOLE DISPOSITIVE POWER: 0	
	8	SHARED DISPOSITIVE POWER: 20,971,798*	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 20,971,798*		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) <input type="checkbox"/> EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 9.99%**		
12	TYPE OF REPORTING PERSON: PN		

\* 20,971,798 Class Shares consisting of the direct ownership of 456,204 Class A Shares plus the deemed ownership of 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

\*\* Calculation based on 209,884,784 Class A Shares outstanding, consisting of 189,373,498 Class A Shares outstanding as of the date of this report and an additional 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.  
20,971,79820,515,594

<b>Cusip 08178Q101</b>			
1	NAME OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  YA II GP, LP (80-0827189)		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER: 0	
	6	SHARED VOTING POWER: 20,971,798*	
	7	SOLE DISPOSITIVE POWER: 0	
	8	SHARED DISPOSITIVE POWER: 20,971,798*	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 20,971,798*		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) <input type="checkbox"/> EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 9.99%**		
12	TYPE OF REPORTING PERSON: PN		

\* 20,971,798 Class Shares consisting of the direct ownership of 456,204 Class A Shares plus the deemed ownership of 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

\*\* Calculation based on 209,884,784 Class A Shares outstanding, consisting of 189,373,498 Class A Shares outstanding as of the date of this report and an additional 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.  
20,971,79820,515,594

<b>Cusip 08178Q101</b>			
1	NAME OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  YAH GP II, LLC (81-4908890)		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER: 0	
	6	SHARED VOTING POWER: 20,971,798*	
	7	SOLE DISPOSITIVE POWER: 0	
	8	SHARED DISPOSITIVE POWER: 20,971,798*	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 20,971,798*		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) <input type="checkbox"/> EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 9.99%**		
12	TYPE OF REPORTING PERSON: OO		

\* 20,971,798 Class Shares consisting of the direct ownership of 456,204 Class A Shares plus the deemed ownership of 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

\*\* Calculation based on 209,884,784 Class A Shares outstanding, consisting of 189,373,498 Class A Shares outstanding as of the date of this report and an additional 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.  
20,971,79820,515,594

<b>Cusip 08178Q101</b>			
1	NAME OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  Yorkville Advisors Global, LP (90-0860458)		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER: 0	
	6	SHARED VOTING POWER: 20,971,798*	
	7	SOLE DISPOSITIVE POWER: 0	
	8	SHARED DISPOSITIVE POWER: 20,971,798*	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 20,971,798*		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) <input type="checkbox"/> EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 9.99%**		
12	TYPE OF REPORTING PERSON: IA		

\* 20,971,798 Class Shares consisting of the direct ownership of 456,204 Class A Shares plus the deemed ownership of 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

\*\* Calculation based on 209,884,784 Class A Shares outstanding, consisting of 189,373,498 Class A Shares outstanding as of the date of this report and an additional 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.  
20,971,79820,515,594

<b>Cusip 08178Q101</b>			
1	NAME OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  Yorkville Advisors Global II, LLC (81-4918579)		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER: 0	
	6	SHARED VOTING POWER: 20,971,798*	
	7	SOLE DISPOSITIVE POWER: 0	
	8	SHARED DISPOSITIVE POWER: 20,971,798*	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 20,971,798*		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) <input type="checkbox"/> EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 9.99%**		
12	TYPE OF REPORTING PERSON: OO		

\* 20,971,798 Class Shares consisting of the direct ownership of 456,204 Class A Shares plus the deemed ownership of 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

\*\* Calculation based on 209,884,784 Class A Shares outstanding, consisting of 189,373,498 Class A Shares outstanding as of the date of this report and an additional 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.  
20,971,79820,515,594



<b>Cusip 08178Q101</b>			
1	NAME OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  Mark Angelo		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: U.S.A.		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER: 0	
	6	SHARED VOTING POWER: 20,971,798*	
	7	SOLE DISPOSITIVE POWER: 0	
	8	SHARED DISPOSITIVE POWER: 20,971,798*	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 20,971,798*		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) <input type="checkbox"/> EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 9.99%**		
12	TYPE OF REPORTING PERSON: IN		

\* 20,971,798 Class Shares consisting of the direct ownership of 456,204 Class A Shares plus the deemed ownership of 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

\*\* Calculation based on 209,884,784 Class A Shares outstanding, consisting of 189,373,498 Class A Shares outstanding as of the date of this report and an additional 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

<b>Cusip 08178Q101</b>			
1	NAME OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  SC-Sigma Global Partners, LP 84-5173620		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER: 0	
	6	SHARED VOTING POWER: 20,971,798*	
	7	SOLE DISPOSITIVE POWER: 0	
	8	SHARED DISPOSITIVE POWER: 20,971,798*	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 20,971,798*		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) <input type="checkbox"/> EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 9.99%**		
12	TYPE OF REPORTING PERSON: OO		

\* 20,971,798 Class Shares consisting of the direct ownership of 456,204 Class A Shares plus the deemed ownership of 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

\*\* Calculation based on 209,884,784 Class A Shares outstanding, consisting of 189,373,498 Class A Shares outstanding as of the date of this report and an additional 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.  
20,971,79820,515,594

**Item 1.****(a) Name of Issuer:****Beneficient**

- (b) Address of Issuer's Principal Executive Offices**  
 325 North Saint Paul Street  
 Dallas, TX 75201

**Item 2. Identity and Background.****(a) Name of Person Filing:**

YA II PN, Ltd.

**(b) Address of Principal Executive Office or, if none, Residence of Reporting Persons:**
 1012 Springfield Ave.  
 Mountainside, NJ 07092
**(c) Citizenship:**

Cayman Islands

**(d) Title of Class of Securities:**

Class A common stock with a par value \$0.001 per share

**(e) Cusip:****08178Q101****Item 3. If the statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is:**

- ☐ (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);  
☐ (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);  
☐ (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);  
☐ (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 of the Act (15 U.S.C. 78o);  
☐ (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);  
☐ (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);  
☐ (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);  
☐ (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);  
☐ (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);  
☐ (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J); or  
☒ (k) Group, in accordance with 240.13d(b)(1)(ii)(K).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 20,971,798\*

(b) Percentage of Class: 9.99%\*\*

(c) Number of shares as to which the person has:

- (i) Sole Power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: Less than 20,971,798\*
- (iii) Sole power to dispose or to direct the disposition: 0
- (iv) Shared power to dispose or to direct the disposition: 20,971,798\*

\* 20,971,798 Class Shares consisting of the direct ownership of 456,204 Class A Shares plus the deemed ownership of 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

\*\* Calculation based on 209,884,784 Class A Shares outstanding, consisting of 189,373,498 Class A Shares outstanding as of the date of this report as disclosed in the SEPA (as defined below) and an additional 20,515,594 Class A Shares that the reporting person has the right to acquire within 60 days of the date of the report.

20,971,798 20,515,594

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**Item 6. Ownership of more than five percent on Behalf of Another Person.**

The reporting persons directly or indirectly own an aggregate of 20,971,798\* or 9.99%, of the Class A Common Stock of the Company as of the date of this filing. YA II and the other reporting persons shared the power to vote and dispose any such shares of Common Shares.

**Direct** beneficial ownership of such Common Shares by the reporting persons is as follows (and therefore *excludes* any shares of Common Shares indirectly held by such person or any securities, such as warrants, which may be exercised or converted into Common Shares of the Company):

- YA II PN, Ltd. – 456,204
  - YA Global Investments II (U.S.), LP -- 0
  - Yorkville Advisors Global, LP – 0
  - Yorkville Advisors Global II, LLC – 0
  - YA II GP, LP – 0
  - YAI GP II, LLC - 0
  - Mark Angelo – 0
  - SC-Sigma Global Partners, LP
-

**Indirect** beneficial ownership: YA II PN, Ltd. (“YA II”) entered into a Standby Equity Purchase Agreement (“SEPA”) with the issuer dated as of June 27, 2023. Under the SEPA, the issuer has the option to sell shares of its Class A Shares to YA II, and YA II is obligated to purchase such shares, at a price and on the terms and subject to the conditions set forth in the SEPA. Under the SEPA, the issuer is prohibited from selling shares to YA II to the extent that it would cause the aggregate number of Class A Shares beneficially owned by YA II and its affiliates to exceed 9.99% of the Class A Shares of the issuer. In addition to the direct beneficial ownership set forth above, each reporting person is also deemed to be the **indirect** beneficial owner of additional 20,971,798\* Class A Shares that the issuer has the right to sell to the reporting persons under a SEPA within 60 days of the date of this filing.

Below is a description of the relationship among the reporting persons:

YA II PN, Ltd. (“YA II”) is beneficially owned by YA Global Investments II (U.S.), LP (the “YA Feeder”). Yorkville Advisors Global, LP (the “YA Advisor”) is the investment manager to YA II. Yorkville Advisors Global II, LLC (the “YA Advisor GP”) is the general partner to the YA Advisor. YAI GP, LP (the “YA GP”) is the general partner to the YA Feeder. YAI GP II, LLC (the “Yorkville GP”) is the general partner to the YA GP. Mark Angelo makes the investment decisions on behalf of YA II. Accordingly, each of YA II, YA Feeder, the YA Advisor, the YA Advisor GP, the YA GP, the Yorkville GP and Mark Angelo may be deemed affiliates and therefore may be deemed to beneficially own the same number of Class A Common Shares.

SC-Sigma Global Partners, LP (“SC-Sigma”) is beneficially owned by YA II GP, LP. YAI GP II, LLC is the general partner of YA II GP, LP. The YA Advisor is the investment manager to SC-Sigma. Accordingly, SC-Sigma, the YA GP, the Yorkville GP, the YA Advisor, and Mark Angelo may be deemed affiliates and therefore may be deemed to beneficially own the same number of shares of Common Stock.

For purposes of this filing, each of the reporting persons is deemed an affiliate of each other reporting person.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Member Group**

See Item 6.

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect.

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**Additional Information:**

Each Reporting Person disclaims beneficial ownership of any securities beneficially owned by each other Reporting Person, and its report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of these securities for the purpose of Section 16 or for any other purpose.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 3, 2023

**REPORTING PERSON:****YA II PN, Ltd.**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

**YA Global Investments II (U.S.), Ltd.**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

**Yorkville Advisors Global, LP**

**By: Yorkville Advisors Global, LLC**  
**Its: General Partner**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

**Yorkville Advisors Global II, LLC**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

**YA II GP, LP**

**By: YAH GP II, LLC**  
**Its: General Partner**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

**YAH GP II, LLC**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

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**EXHIBIT 99.1****JOINT FILING AGREEMENT**

The undersigned hereby agree that the statement on Schedule 13G with respect to the equity securities of Beneficient is, and any amendment thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended. The undersigned hereby further agree that this Joint Filing Agreement be included as an exhibit to such statement and any such amendment. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein but shall not be responsible for the completeness and accuracy of the information concerning the others. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Dated: July 3, 2023

**YA II PN, Ltd.**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

**YA Global Investments II (U.S.), Ltd.**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

**Yorkville Advisors Global, LP**

**By: Yorkville Advisors Global, LLC**  
**Its: General Partner**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

**Yorkville Advisors Global II, LLC**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

**YA II GP, LP**

**By: YAI GP II LLC**  
**Its: General Partner**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

**YAI GP II LLC**

By: /s/ Robert Munro  
Robert Munro  
Chief Compliance Officer

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