

## OTCQB Certification

I, Chris Spooner, EVP Finance of Rubicon Technologies, Inc. (“the Company”), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

**REGISTERED or REPORTING WITH THE SEC:**

- Company is registered under Section 12(g) of the Exchange Act  
 Company is reporting under Section 15(d) of the Exchange Act  
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
 Company is reporting under Regulation A (Tier 2)  
 Other (describe) \_\_\_\_\_

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)  
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting with the SEC

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>RBTC</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>500,000,000</u>	<u>8/6/2024</u>
Total Shares Outstanding	(B)	<u>68,914,542</u>	<u>8/6/2024</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>10,418,874</u>	<u>8/6/2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>9,040,915</u>	<u>8/6/2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>49,454,753</u>	<u>8/6/2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>71.8%</u>	<u>8/6/2024</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	<u>60</u>	<u>8/6/2024</u>

<sup>1</sup> Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

<sup>2</sup> Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “10 percent Control Person”), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person’s spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person’s home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

<sup>3</sup> Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

## 5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>4</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>5</sup>	Reason for Issuance (e.g., Loan, Services, etc.)
11/30/22	\$7,000,000	\$0	12/1/26	90% of the lowest daily VWAP of Rubicon's Class A Common Stock during the seven consecutive trading days immediately preceding the conversion date	1,655,773	0	YA II PN, Ltd. (Mark Angelo)	Loan
2/3/23	\$10,000,000	\$0	12/1/26	90% of the lowest daily VWAP of Rubicon's Class A Common Stock during the seven consecutive trading days immediately preceding the conversion date	3,821,589	0	YA II PN, Ltd. (Mark Angelo)	Loan
2/3/23	\$3,000,000	\$0	7/1/24	The average of the daily VWAP for the five trading days immediately preceding the conversion date.	940,243	0	CHPAF Holdings SAPI de CV (Andres Chico)	Loan

<sup>4</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

<sup>5</sup> International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company's outstanding shares.

12/15/22	\$283,333	\$306,047	12/1/26	\$16.96 per share of Class A Common Stock	0	18,046	Brent Callinicos	Loan
12/15/22	\$56,667	\$61,209	12/1/26	\$16.96 per share of Class A Common Stock	0	3,610	Kevin Schubert	Loan
12/21/22	\$56,667	\$61,209	12/1/26	\$16.96 per share of Class A Common Stock	0	3,610	Coddy Johnson	Loan
12/16/22	\$226,667	\$244,837	12/1/26	\$16.96 per share of Class A Common Stock	0	14,437	Osman Ahmed	Loan
12/21/22	\$1,117,467	\$1,207,048	12/1/26	\$16.96 per share of Class A Common Stock	0	71,171	David Manuel Gutierrez Mugerza	Loan
12/21/22	\$327,533	\$353,790	12/1/26	\$16.96 per share of Class A Common Stock	0	20,861	Sergio Manuel Gutierrez Mugerza	Loan
12/21/22	\$481,667	\$520,279	12/1/26	\$16.96 per share of Class A Common Stock	0	30,677	Raul Manuel Gutierrez Mugerza	Loan
1/31/23	\$2,833,333	\$3,060,467	12/1/26	\$10.00 per share of Class A Common Stock	0	306,047	DGR Holdings LP (Andres Chico)	Loan
1/31/23	\$2,833,333	\$3,060,467	12/1/26	\$10.00 per share of Class A Common Stock	0	306,047	Pequeno Holdings LP (Andres Chico)	Loan
1/31/23	\$2,266,667	\$2,448,374	12/1/26	\$10.00 per share of Class A Common Stock	0	244,838	Bolis Holdings LP (Andres Chico)	Loan
12/19/22	\$11,333	\$12,242	12/1/26	\$16.96 per share of Class A Common Stock	0	722	Paula J. Dobriansky	Loan
12/19/22	\$850,000	\$918,140	12/1/26	\$16.96 per share of Class A Common Stock	0	54,136	The Rodoni Family Trust (Phil Rodoni)	Loan
1/3/23	\$22,667	\$24,484	12/1/26	\$16.96 per share of Class A Common Stock	0	1,444	Paula Henderson	Loan
12/19/22	\$283,333	\$306,047	12/1/26	\$16.96 per share of Class A Common Stock	0	18,046	Nathaniel R. Morris	Loan
12/19/22	\$283,333	\$306,047	12/1/26	\$16.96 per share of Class A Common Stock	0	18,046	Oluts LLC (Oscar Salazar)	Loan

2/3/23	\$378,533	\$405,779	12/1/26	\$15.52 per share of Class A Common Stock	0	26,146	McEllen Investments LP (Rodrigo Antonio Quintana Kawage)	Loan
2/3/23	\$377,400	404,564	12/1/26	\$15.52 per share of Class A Common Stock	0	26,068	Jeronimo Quintana	Loan
2/10/23	\$378,533	\$405,779	12/1/26	\$15.52 per share of Class A Common Stock	0	26,146	Diego Quintana	Loan
1/31/23	\$28,333	\$30,373	12/1/26	\$15.52 per share of Class A Common Stock	0	1,958	Stephen Goldsmith	Loan
1/31/23	\$56,667	\$60,745	12/1/26	\$15.52 per share of Class A Common Stock	0	3,915	Michael Nutter	Loan
1/31/23	\$56,667	\$121,491	12/1/26	\$15.52 per share of Class A Common Stock	0	7,829	Lateral, Inc. (Ciprian Morar)	Loan
2/1/23	\$113,333	\$60,745	12/1/26	\$15.52 per share of Class A Common Stock	0	3,915	Bruce W. Walz	Loan
2/3/23	\$5,143,500	\$5,923,190	12/1/26	\$15.52 per share of Class A Common Stock	0	381,649	Guardians of New Zealand Superannuation (Ike Chidi/Sarah Gold)	Loan
6/7/24	\$10,000,000	\$10,000,000	6/7/2025	VWAP during the 5 trading days preceding the conversion	0	125,000,000	AVENUE SUSTAINABLE SOLUTIONS FUND, L.P. (Sonia Gardner)  TRANSAMERICA LIFE INSURANCE COMPANY (James Rich)  ENERGY IMPACT CREDIT FUND II LP (Harry Giovanni)	Loan
<b>Total Outstanding Balance:</b>		\$30,303,353	<b>Total Shares:</b>		6,417,605	126,589,364		

Use the space below to provide any additional details, including footnotes to the table above:

All the convertible notes currently outstanding are deeply out of money and not likely converted to common stock but rather expect to be settled in cash at scheduled maturity.

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

Michael J. Blankenship  
Houston Managing Partner  
Winston & Strawn LLP

Kevin Schubert  
President & Chief Financial Officer  
Rubicon Technologies, Inc.

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

None

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

None

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below.

**For beneficial shareholders that are corporate entities:** Provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. If the corporate entity is a publicly traded company, provide the company's trading symbol and market.

**For nominee accounts owning 5% or more:** Provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, the nominee account does not need to be included in the table below.

**For issuers exempt from registration under Exchange Act Rule 12g3-2(b):** Complete the table below with the information described above for Officers, Directors and 10% Control Persons.

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Jose Miguel Enrich	5% control person	Key Biscayne, FL	Common: 8,602,843 Preferred: 57,142,857 Warrants: 498,119	Class A	12.5%
Palantir Technologies Inc. (NYSE: PLTR)	5% control person	Denver, CO	Common: 10,202,134	Class A	14.8%
Mizzen Capital, LP (Elizabeth Karter)	5% control person	New York, NY	Common: 5,651,274	Class A	8.2%
Osman Ahmed	Interim CEO	New York, NY	None	None	N/A
Grant Deans	Interim CFO	Boston, MA	None	None	N/A
Andres Chico	Director	Mexico City	69,445	Class A	0.1%
Barry Caldwell	Director	Washington, D.C.	7,492	Class V	1.0%
Brent Callinicos	Director	Chapel Hill, NC	39,325	Class V	5.2%
Paula Dobriansky	Director	Washington, DC	3,062	Class V	0.4%
Paula Henderson	Director	Raleigh, NC	None	None	N/A

Use the space below to provide any additional details, including conversion terms of any class of the issuer’s equity securities:

Preferred: Each holder of Preferred Stock has the right, at its option, to convert its Preferred Stock, in whole or in part, into fully paid and non-assessable shares of Class A Common Stock, subject to certain conditions and certain customary adjustments in the event of certain events affecting Class A Common Stock. The conversion price is equivalent to \$0.35 per share.


Warrants: Convertible into 489,119 shares of Class A Common Stock at the holder’s discretion.

9. Certification:

Date: 8/6/2024 | 1:47 PM EDT

Name of Certifying CEO or CFO: Osman Ahmed

Title: Interim CEO Signed by:

Signature:   
 (Digital Signatures should appear as “/s/ [OFFICER NAME]”)