



CONVERTIBLE NOTE TERMS

The present note is for illustrative purposes only and does not constitute an offer or commitment to contract or invest from Decelera.

The sole purpose of the present note is to briefly describe the key terms and conditions in relation to the participation of Start-ups in the Decelera Program.

1. **The Program**

- 1.1 **Dates:** The onsite phase of the Decelera Program will be held from September 17, 2021 to September 25, 2021 (both inclusive).
- 1.2 **Place:** Menorca Island, Spain.
- 1.3 **COVID-19 Health and Safety.** The wellbeing of our personnel and of all our Attendees is the number one priority of Decelera.

In this context, strict guidelines and protocols have been developed to provide COVID-free environments.

The Organization will strictly follow all guidelines, procedures and orders determined from time to time by the local and national health Authorities.

- 1.4 **No cost for the Attendees:** Start-ups shall bare **no cost** in relation to the Decelera Program (including lodging) except for each of the Attendees' travel expenses. Such expenses shall be borne by each Attendee.
- 1.5 **Program cancellation:** In the event the program is cancelled due to a force majeure event, Decelera will not bear any costs associated to it.

2. **Convertible Note**

- 2.1 Decelera has teamed up with a Spanish Venture investment firm in order to provide additional value added to our Attendees.
- 2.2 In the case a Start-up is considered eligible by the Venture Investment firm, then such Start-up will be receiving an investment of up to ONE HUNDER AND FIFTY THOUSAND EUROS (150,000€), which will be structured via a Convertible Note.
- 2.3 A final draft of the Convertible Note will be provided to each of the selected Attendees; and will include, *inter alia*, the following terms:
 - a. A discount equal to TWENTY PER CENT (20%) applicable to the valuation achieved by the Start-up at the time of conversion of the investment.
 - b. Prior to the participation of the Start-up in the onsite Program, a Pre-Money valuation cap will be agreed between the parties.
 - c. The Convertible Note will include a long stop conversion date, at which, the note will be converted into share capital of the company.
- 2.4 All attendees will commit to signing the Convertible Note if considered eligible by the Venture Investment firm.
- 2.5 During a period of up to 3 months following the completion of the onsite phase of the Program, Start-ups will be confirmed if they have been selected to execute the Convertible Note.