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| **INVESTMENT**  **TERM SHEET** | | | | | **PRIKAZ BITNIH ELEMENATA**  **ULAGANJA** | | |
| ITEM | CATEGORY | WORDING | | | | KATEGORIJA | |
| A.0 | Concluded between, on one side: | | | | Sklopljen između, s jedne strane: | | |
| A.10 | The Company:  (recipient of investment) | |  | | | | Društva:  (primatelja investicije) |
| B.0 | And its Founders | | | I njegovih osnivača | | | |
| B.10 | Founder 1: | |  | | | | Osnivač 1: |
| B.20 | Founder 2: | |  | | | | Osnivač 2: |
| C.0 | And the Investors, on the other side: | | | Te Ulagatelja, s druge strane: | | | |
| C.10 | Lead Investor: | |  | | | | Glavni ulagatelj: |
| C.20 | Investor 2: | |  | | | | Ulagatelj 2: |
| D.0 | The Company, all Founders and all Investors hereinafter jointly as the Parties | | | U nastavku, Društvo, svi Osnivači i svi Ulagatelji skupno se nazivaju Ugovorne strane | | | |
| D.10 | On (date) | |  | | | | Na (dan) |
| E.0 | This Term Sheet is a summary of a principal terms of potential investment by the Investors (B.1-B.x) in the Company (A.1) as set out below, and it does not constitute an offer to sell or an offer to purchase securities. The terms outlined below do not create legally binding obligations except where expressly stated otherwise. | | | Ovaj Prikaz bitnih elemenata ulaganja predstavlja sažetak bitnih odredbi potencijalnog ulaganja od strane Ulagatelja (B.1-B.x) u Društvo (A.1) kao što su navedeni ispod, ali ne predstavlja ponudu za prodaju ili kupnju vrijednosnih papira. Odredbe navedene ispod ne stvaraju utužive obveze, osim ako to nije izričito navedeno. | | | |
| E.10 | Total Investment Amount | |  | | | | Ukupni iznos ulaganja |
| E.20 | Investment Amount by Lead Investor | |  | | | | Iznos ulaganja od strane Glavnog ulagatelja |
| E.30 | Investment Amount by Investor 2 | |  | | | | Iznos ulaganja od strane Ulagatelja 2 |
| F.0 | Pre-closing Company Dataset | | | Podaci o Društvu prije ulaganja | | | |
| F.10 | Company form | |  | | | | Oblik Društva |
| F.20 | Pre-Closing Shareholder Structure | |  | | | | Struktura udjela u kapitalu Društva prije ulaganja |
| F.30 | Pre-Closing ESOP Structure  (if any) | |  | | | | Struktura opcijskog stjecanja udjela u kapitalu za radnike, prije ulaganja (ako postoji) |
| F.40 | Pre-Money Valuation | |  | | | | Procjena vrijednosti Društva prije ulaganja |
| G.0 | Investment Terms | | | Odredbe o ulaganju | | | |
| G.10 | Type of security | |  | | | | Vrsta prava koje stječu ulagatelji |
| G.20 | Investment structure | |  | | | | Struktura ulaganja |
| G.30 | Security ranking | |  | | | | Prvenstveni red prava |
| G.40 | Post-Closing Shareholder Structure | |  | | | | Struktura udjela u kapitalu Društva nakon ulaganja |
| G.50 | Post-Closing ESOP Structure | |  | | | | Struktura opcijskog stjecanja udjela u kapitalu za radnike Društva, nakon ulaganja |
| G.60 | Post-Money Valuation | |  | | | | Procjena vrijednosti Društva nakon ulaganja |
| G.70 | Dividend policy | |  | | | | Politika isplate dividende |
| G.80 | Liquidation Event | |  | | | | Likvidacijski događaj |
| G.90 | Change of Control effect | |  | | | | Učinak promjene kontrole |
| H.0 | Closing provisions | | | | Odredbe o zaključenju | | |
| H.10 | Estimated Closing Date | |  | | | | Predviđeni datum zaključenja |
| H.20 | Closing Conditions Precedent | |  | | | | Prethodni uvjeti za zaključenje |
| I.0 | Investor rights | | | | Prava ulagatelja | | |
| I.10 | Liquidation Preference | |  | | | | Prvenstvo pri likvidaciji |
| I.20 | Most Favored Nation | |  | | | | Najpovlaštenija nacija |
| I.30 | Tag Along | |  | | | | Pravo pridruživanja prodaji |
| I.40 | Drag Along | |  | | | | Obveza pridruživanja prodaji |
| I.50 | Anti-dilution | |  | | | | Zaštita od umanjenja udjela |
| I.60 | Representations and Warranties | |  | | | | Izjave i jamstva |
| J.0 | Corporate Governance | | | | Korporativno upravljanje | | |
| J.10 | Board Composition | |  | | | | Sastav uprave |
| J.20 | Voting rights | |  | | | | Pravo glasa |
| J.30 | Reserved Matters | |  | | | | Odluke s posebnom većinom |
| J.40 | Information Rights | |  | | | | Pravo na obaviještenost |
| K.0 | Binding Provisions  (the following provisions are  Legally binding on the Parties) | | | | Obvezujuće odredbe  (sljedeće odredbe obvezuju  Ugovorne strane i utužive su) | | |
| K.10 | Applicable law | | *This Term Sheet is governed by and shall be construed in accordance with the laws of the Republic of Croatia.* | | | | Mjerodavno pravo |
| K.20 | Dispute resolution | | *Any dispute relating to the existence, validity, effectiveness, termination, interpretation or execution of this Term Sheet shall be subject to the jurisdiction of the competent court in Zagreb.* | | | | Način rješavanja sporova |
| K.30 | Expenses | | *Each Party shall bear its own advisors’ costs related to the negotiation and execution of this Term Sheet and the negotiation and Closing of this transaction. Notarial, court and registration costs which are mandatory to give effect to the provisions herein under applicable law shall be borne by the Company.* | | | | Troškovi |
| K.40 | Confidentiality | | *The existence and the contents of this Term Sheet, including the identities of the Parties, shall be treated as Confidential Information. The Parties undertake to protect, keep confidential and not to disclose or in any way make available to third parties any Confidential Information they exchange, learn, are provided to them or made available to them in any way, except: (i) with the prior consent of all other Parties, (ii) to their advisors bound by confidentiality, or (iii) when required under applicable law. The period of Confidentiality shall be 2 years from the date set in D.1 above.* | | | | Povjerljivost |
| K.50 | Exclusivity (“No-Shop”) | |  | | | | Ekskluzivnost  (bez traženja drugih ponuda) |
| Signature block | | | | | Potpisni dio | | |
| The Company | | | *\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*  *[sign full name, affix Company seal if applicable, print full name and function]* | | | | Društvo |
| Founder 1 | | | *\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*  *[sign full name and print full name]* | | | | Osnivač 1 |
| Founder 2 | | | *\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*  *[sign full name and print full name]* | | | | Osnivač 2 |
| Lead Investor | | | *\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*  *[sign full name and print full name]* | | | | Glavni Ulagatelj |
| Investor 2 | | | *\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*  *[sign full name and print full name]* | | | | Ulagatelj 2 |
| End of document | | | | | Kraj dokumenta | | |