

Group B:

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Term Sheet - Series A Investment

Involved Parties:

- **Investor:** DuPage Ventures (DPV)
- **Company:** MuMaté

-- Investment Summary --

Term	Description	Negotiable?
Type of Security / Investment Type	Series A convertible preferred stock with an 8% cumulative annual dividend	No
Liquidation Preference	1x Non-Participating Liquidation Preference with no redemption rights	No
Amount of Investment	2,500,000\$	Yes
Pre-Money Valuation	6,773,825.66\$	Yes
Post-Money Valuation (Total Valuation)	9,773,825.66\$	Yes
Equity Stake	25.58%	Yes
Target Exit Value (at 5x multiple)	12,500,000.00\$	Yes
Exit Valuation	48,869,128.29\$	Yes
Staging Option	<ul style="list-style-type: none">• Option 1: receive full \$2,5 million investment in one single financing round• Option 2: First tranche of investment (\$1 million) upon series A close. Second tranche of investment (\$1.5 million) upon achieving set milestones.<ul style="list-style-type: none">○ Valuation could be marked up given strong financial results.	Yes

Exclusivity	MuMaté agrees to an exclusivity period of 60 days to finalize this term sheet and negotiate definitive agreements.	No
Confidentiality	The terms of this agreement are confidential and cannot be disclosed without mutual consent	No

-- Structure of Employee Stock Options --

Item	Description	Negotiable?
Employee Option Pool	15% of shares outstanding post-money shares, created pre-investment	Yes
Employee Option Vesting	Linear vesting of employee options over 48 months after a 12-month cliff	Yes

-- Investor Rights --

Item	Description	Negotiable?
Board Representation	<p>Targeting a total of three board members to prevent deadlock votes. Board composition:</p> <ul style="list-style-type: none"> • Sarah Maxwell (CEO Mumaté) with voting rights • Additionally, Angela Taylor is allowed to partake in board meetings. However, no voting rights are granted. • Ed Rodriguez (Partner DPV) with voting rights <ul style="list-style-type: none"> ▪ Additionally, Jonathan Cantor is allowed to partake in board meetings. However, no voting rights are granted. • Third (independent) external board member with relevant professional and industry expertise recommended by management (needs to be acceptable to both the investor and the founders) with voting rights 	No
Governance	<ul style="list-style-type: none"> • Monthly and annual financial statements are to be provided regularly • Major decision (e.g. issuance of additional shares, changes in capital structure, or significant expenditures) require investor consent 	No

Pre-emptive Rights	<ul style="list-style-type: none"> • Right of first refusal (ROFR) - possibility to refuse undesirable new shareholders in the company • Right of first offer (ROFO) - offering equity to DPV first before going to third parties • Drag along right – If DPV wants to sell stake, this will allow us to force sell the entire company 	Yes
Anti-Dilution Protection	The investor's ownership percentage is protected from dilution in potential subsequent financing rounds (weighted average adjustment)	No

-- Company Matters --

Item	Description	Negotiable?
Vesting Schedule	Founder common shares vest 25% on closing, with the balance vesting linearly over 36 months. Unvested founder shares subject to buyback at fair market value	No
Founder Commitment	Full-time work commitment	No
Use of Proceeds	<p>The \$2.5 million investment will be allocated as follows:</p> <ul style="list-style-type: none"> • \$1.25 million for operating expenses over the next 18 months • \$1.25 million for scaling efforts including marketing, product development, and workforce expansion 	Yes

Signatures

Representative MuMaté

Representative DuPont Ventures