

SUMMARY OF TERMS FOR SERIES A PREFERRED STOCK FINANCING OF MAKERLOOP INC.

<b>Company</b>	MakerLoop Inc. (dba Netlify), a Delaware corporation (the “ <i>Company</i> ”).
<b>Security</b>	Series A Preferred Stock (the “ <i>Series A Preferred</i> ”).
<b>Pre-Money Valuation</b>	\$38.0 million on a fully-diluted, as converted basis (inclusive of Option Pool Reserve).
<b>Investment</b>	Up to \$12.0 million, of which General Catalyst (“ <i>GC</i> ”) shall invest \$10.0 million and the Company’s existing investors shall invest, in the aggregate, up to \$2.0 million. The proceeds shall be used for general working capital purposes.
<b>Closing</b>	As soon as possible following execution of this Summary of Terms (the “ <i>Closing</i> ”).
<b>Option Pool Reserve</b>	Prior to the Closing, the Company shall have reserved such number of shares of its Common Stock for future issuance under its equity incentive plan equal to 10.0% of the fully-diluted capital stock of the Company following the Closing.
<b>Liquidation Preference</b>	1x non-participating, <i>pari passu</i> with the Company’s Series Seed Preferred Stock (the “ <i>Seed Preferred</i> ” and together with the Series A Preferred, the “ <i>Preferred Stock</i> ”).
<b>Conversion</b>	At holder’s option or automatically upon (i) the vote of the holders of at least 60% of the Preferred Stock (the “ <i>Requisite Investors</i> ”) or (ii) the closing of an IPO raising at least \$75m in proceeds to the Company (listed on NASDAQ or NYSE).
<b>Voting Rights</b>	Standard protective provisions customary for investments of this type which shall require approval of the Requisite Investors.
<b>Board of Directors</b>	The Board shall be increased by 1 member to be appointed by GC (Trevor Oelschig).
<b>Pre-Emptive Rights</b>	Standard pre-emptive rights on future issuances subject to customary carve-outs.
<b>Anti-Dilution</b>	Standard broad-based weighted average subject to customary carve-outs.
<b>ROFR/Co-Sale</b>	Standard ROFR and Co-Sale rights subject to customary carve-outs.
<b>Founder Vesting</b>	Subject to due diligence and as mutually agreed.
<b>Other Rights</b>	Other standard investor rights consistent with the rights granted to the Seed Preferred and customary for investments of this type. Notwithstanding anything set forth in this Summary of Terms, the terms, rights and conditions of the Series A Preferred shall be at least as favorable to the investors as those applicable to the Seed Preferred (and the holders thereof).
<b>Closing Conditions</b>	Satisfactory completion of due diligence; negotiation and execution of definitive documents, including a purchase agreement with standard reps and warranties of the Company; legal opinion; employee and founder invention assignment agreements and non-solicits; GC fees covered up to \$30k.
<b>Timing &amp; Exclusivity</b>	30 days of exclusivity from the date of this Summary of Terms, concluding with the signing of definitive documents. The existence of this Summary of Terms and the terms set forth herein are confidential and shall not be disclosed to any third parties other than the company’s officers, directors, stockholders and legal advisors (to the extent necessary to consummate the proposed financing).

The foregoing is intended solely as a basis for further discussions and is not intended to be and does not constitute a legally binding obligation. This is not a commitment on the part of GC to make an investment in the Company. This Summary of Terms is not an offer, nor a binding agreement, and a legally binding obligation will only be made pursuant to definitive written agreements to be negotiated, executed and delivered by the parties. Notwithstanding the foregoing, the provisions contained opposite the heading "Timing & Exclusivity" are binding obligations of the Company.

The General Catalyst team is thrilled to present this proposal to you. We look forward to helping you build a unique and valuable company.

Sincerely,

**GENERAL CATALYST PARTNERS**

\_\_\_\_\_  
Name:

Title:

**ACKNOWLEDGED AND AGREED TO,  
THIS \_\_ DAY OF APRIL, 2017**

**MAKERLOOP INC.**

\_\_\_\_\_  
Name: Matt Biilmann

Title: Co-founder & CEO

**Exhibit A**

	Common Shares	Common Options	Common Warrants	Series Seed Preferred	Series A Preferred	Total Shares	FD %
Christian Bach	4,000,000					4,000,000	19.9%
Mathias Biilmann Christensen	4,000,000					4,000,000	19.9%
General Catalyst					4,020,856	4,020,856	20.0%
Existing Seed Investors				4,124,240	804,171	4,928,411	24.5%
Heavybit			297,469			297,469	1.5%
Options/RSUs Issued and Outstanding		847,115				847,115	4.2%
Options Unallocated and Available		2,010,428				2,010,428	10.0%
Grand Total	8,000,000	2,857,543	297,469	4,124,240	4,825,027	20,104,279	100.0%