

Term Sheet and Shareholders' Agreement Template on Impact, Sustainability and Climate

We, the management of the company, are committed to our company's core purpose to contribute to sustainable development and to the net positive impact of our product/service and to securing our company's long-term success by balancing economic, environmental, social, and good governance aspects. In this context, we are committed to constantly evaluating our business practices and taking timely and responsible action regarding their environmental, social, and corporate governance (ESG) implications.

A. Impact Clause

The company shall define the company's core impact KPIs and annual targets of which are to be agreed in good faith between the management of the company, [the Board] and AENU, [and established in writing at the time of AENU's investment in the Company].

As a sign of leading by example, the founder(s) shall consider committing a percentage of their personal proceeds (e.g. 5%) after a liquidity event happened to a non-profit organisation. We encourage you to become a member of Founders Pledge (founderspledge.com), since they are a great accountability partner and research assistant in finding the most impactful non-profit that you wish to support.

B. ESG Clause

The company shall

- (a) develop and thereafter maintain in effect a Sustainability (ESG) Strategy
- (b) commit to diversity, equity, and inclusion (DEI) and recognize the opportunity to advance equity efforts through inclusive leadership and its governance bodies such as the board of directors.

C. Climate Clause

The management of the company acknowledges that the climate crisis is one of the biggest challenges of our time. The management commits to, at the very least, achieving net zero by 2030. To achieve this, the management commits to measuring



the company's carbon footprint by using a sufficiently sophisticated assessment framework, at least Scope 1 and Scope 2 emissions.

D. Governance & Reporting

The management commits to:

- (a) appointing – within six months from AENU's investment – one (1) team member as "Impact & ESG & Climate Officer" to co-create and oversee the Impact & ESG strategy.
- (b) ensuring that said officer reports in writing annually on status and progress of Impact & ESG – inc. KPIs – to the company's management and board. Such reports shall be shared with AENU.

Very truly yours,

COMPANY

Name: _____ By: _____
Title: _____ (Signature)

Agreed to and Accepted:

PIRATE IMPACT FUND SCA SICAV – RAIF
represented by and acting through its General Partner
AENU GP S.à r.l.

Name: Ferry Heilemann By: _____
Title: Class A Manager (Signature)