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**INVESTMENT AGREEMENT**

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FOR

**Vestberry Holding, j. s. a.**

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08 April 2024

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## INVESTMENT AGREEMENT

THIS INVESTMENT AGREEMENT (the “**Agreement**”) is made pursuant to the Commercial Code and entered into as of the date indicated on the signature page hereto by and between:

1. The corporation whose particulars are listed in Part 1 of **Schedule 1** attached hereto (the “**Company**”);
2. Each individual whose particulars are listed in Part 2 of **Schedule 1** attached hereto (each a “**Founder**” and collectively the “**Founders**”);
3. Each individual whose particulars are listed in Part 3 of **Schedule 1** attached hereto (each a “**Co-owner**” and collectively the “**Co-owners**”);
4. Each individual or corporate entity whose particulars are listed in Part 4 of **Schedule 1** attached hereto (each an “**New Investor**” and collectively the “**New Investors**”); and
5. Each individual or corporate entity whose particulars are listed in Part 5 of **Schedule 1** attached hereto holds a Receivable based upon a Convertible Loan Agreement (each a “**Round B Investor**” and collectively the “**Round B Investors**”).

### WHEREAS:

- (A) On the Effective Date, the Founders and the Co-owners are the shareholders of the Company owning together shares equalling to 100% of the entire registered (share) capital and voting rights in the Company;
- (B) The Company and the Subsidiary have been developing and operating a technology/platform named “Vestberry”, comprising of a unique technology enabling better and faster investment decisions thanks to streamlined internal processes and data clarity powered by the Vestberry platform (the “**Product**”);
- (C) The Round B Investors have provided the Group Companies with funding based upon concluded Convertible Loan Agreements. The Company, the Founders and the Round B Investors wish to convert the loans into the Company’s equity in order to receive shares of the Company for the Round B Investors;
- (D) The Company and the Founders wish to obtain funding from the New Investors to further commercialize the Product, maximize the value of shares of all shareholders of the Company; and
- (E) The New Investors at a pre-money valuation of the Group Companies set out on Fully Diluted Basis in the amount [REDACTED] are willing to provide the Company with funding subject to the terms and conditions set out in this Agreement in order to receive shares of the Company.

**THEREFORE**, the Parties hereby agree as follows:

## SECTION 1: INTERPRETATION

In this Agreement:

1.1 Any reference to any provision of any law, statute or any subordinate legislation (including decrees, orders, circulars, resolutions, regulations, requirements and ministerial decisions) made pursuant to any law shall be deemed to be a reference to such law or subordinate legislation as amended, modified or re-enacted (whether before or after the date hereof) and any reference to any provision of any such statute, law or legislation shall also include, where appropriate, any provision of which it is a replacement or re-enactment (whether with or without modification).

1.2 References to any gender shall include the other genders, and references to the singular shall include the plural and vice versa.

1.3 Any reference in this Agreement to another agreement shall be construed as a reference to such other agreement as the same may have been, or may be, from time to time amended, replaced, supplemented, or novated.

1.4 A reference to “day”, “daily”, “month”, “monthly”, “year”, or “yearly”, and any other references in time shall be construed as references to the Gregorian calendar and CET.

1.5 Any reference to “include” or “including” shall be construed as “include, without limitation” or “including, without limitation”, respectively.

1.6 The preamble of this Agreement shall form a substantive part of this Agreement and its contents are incorporated as enforceable terms to this Agreement.

1.7 The schedules, annexes, exhibits, and appendices of this Agreement (the “Schedules”) shall form an integral and incorporated part of this Agreement and shall have the same effect as if set out in full in the body of this Agreement.

1.8 Any reference to this Agreement includes the Schedules.

1.9 References to writing shall include typewriting, e-mail, printing, lithography, photography, and other modes of reproducing words in a legible and non-transitory form.

1.10 Section headings are for ease of reference only and do not affect the construction or interpretation of this Agreement.

1.11 References to a “person” or a “third party” includes any individual, partnership, body corporate, legal entity, corporation sole or aggregate, state or agency of a state, and any unincorporated association or organisation, in each case whether or not having separate legal personality.

1.12 References to a “company” includes any legal entity, company, corporation or other body corporate wherever and however incorporated or established.

1.13 Any reference to a person or a third party shall include its successors.

1.14 Each Founder may also be referred to numerically (e.g. Founder 1, Founder 2, and Founder 3) as stated in **Schedule 1**.



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[signature page to follow]

## SIGNATORY PAGE

The undersigned have executed this Agreement to be executed as of the Effective Date.

In Bratislava, on 08 April 2024

Party	Signature
New Investor 1 Lead Investor	<p>_____ Name: Ing. Michal Vanovčan Title: Executive Director Company Name: SLSP Seed Starter, s.r.o.</p> <p>_____ Name: Ing. Rastislav Blažej Title: Executive Director Company Name: SLSP Seed Starter, s.r.o.</p>
New Investor 2	<p>_____ Name: Ing. Martin Banský Title: Vice-Chairman of the Board of Directors Company Name: Venture to Future Fund, a.s.</p> <p>_____ Name: Ing. Miriama Hanout Title: Member of the Board of Directors Company Name: Venture to Future Fund, a.s.</p>
Company	<p>_____ Name: Marek Zámečník Title: Member of the Board of Directors Company Name: Vestberry Holding, j. s. a.</p>
Founder 1	

	<hr/> Name: Marek Zámečník
Founder 2	<hr/> Name: Matej Pavlanský
Founder 3	<hr/> Name: Ján Káčer
Co-owner A	<hr/> Name: Ján Kmeťko Title: Executive Director Company Name: JKVH, s. r. o.
Co-owner B	<hr/> Name: Marek Zámečník Title: based on power of attorney Individual's Name: Joanne Chia Jhet-Li
Co-owner C	<hr/> Name: Marek Zámečník Title: based on power of attorney Company Name: JK Investment, s. r. o.
Co-owner D	<hr/> Name: Marek Zámečník Title: based on power of attorney Company Name: Osaühing Bonner Systems



Co-owner E	<p>_____</p> <p>Name: Marek Zámečník  Title: based on power of attorney  Company Name: 0100 Ventures s. r. o.</p>
Co-owner F	<p>_____</p> <p>Name: Marek Zámečník  Title: based on power of attorney  Company Name: Bold Fund 1 s.r.o.</p>
Co-owner G	<p>_____</p> <p>Name: Marek Zámečník  Title: based on power of attorney  Company Name: DECENT International, a.s.</p>
Co-owner H / Round B Investor 9	<p>_____</p> <p>Name: Marek Zámečník  Title: based on power of attorney  Company Name: KB-SOFT HOLDING LIMITED</p>
Co-owner I / Round B Investor 10	<p>_____</p> <p>Name: Marek Zámečník  Title: based on power of attorney  Company Name: Haflo AB</p>
Round B Investor 1	<p>_____</p> <p>Name: Marek Zámečník</p>

	Title: based on power of attorney Individual's Name: Andrej Kiska
Round B Investor 2	_____ Name: Marek Zámečník Title: based on power of attorney Company Name: DEBRIS, s.r.o.
Round B Investor 3	_____ Name: Marek Zámečník Title: based on power of attorney Individual's Name: František Krivda
Round B Investor 4	_____ Name: Marek Zámečník Title: based on power of attorney Company Name: AGROSPRA spol. s r.o.
Round B Investor 5	_____ Name: Marek Zámečník Title: based on power of attorney Company Name: SORITA PLUS, s. r. o.
Round B Investor 6	_____ Name: Michal Nešpor, Executive Director of CB Investment Management s. r. o. Title: represented by CB Investment Management s. r. o. based on power of attorney Company Name: CB Growth ONE s. r. o.

	<p>_____</p> <p>Name: Daniel Gašpar, Executive Director of CB Investment Management s. r. o.  Title: represented by CB Investment Management s. r. o. based on power of attorney  Company Name: CB Growth ONE s. r. o.</p>
Round B Investor 7	<p>_____</p> <p>Name: Ing. Gabriel Horváth  Title: Executive Director  Company Name: Vision Ventures Growth I, s. r. o.</p>
Round B Investor 8	<p>_____</p> <p>Name: Marek Zámečník  Title: based on power of attorney  Individual's Name: Igor Strečko</p>

**SCHEDULE 1**

Party Particulars

PART 1: COMPANY PARTICULARS:

Item	Description
Name	Vestberry Holding, j. s. a.
Jurisdiction	Slovak Republic
Type	Simple joint stock company
Identification No. (IČO)	54 903 742
Registration in the Commercial Register ( <i>zápis v Obchodnom registry</i> )	Municipal Court Bratislava III, Section: Sja, Insert No.: 238/B
Registered seat	Staromestská 3, 811 03 Bratislava - mestská časť Staré Mesto, Slovak Republic
Board of Directors (as of Effective Date)	Marek Zámečník, Matej Pavlanský, Ján Káčer
Date of Incorporation	8 November 2022
Tax Domicile	Slovak Republic
Issued and paid-up registered capital (as of Effective Date)	EUR 10,000.01, paid up: 100%
Existing shareholders (as of Effective Date)	As described in Schedule 8.1

PART 2: FOUNDERS PARTICULARS

Designation	Particulars
Founder 1	Name: Marek Zámečník <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>
Founder 2	Name: Matej Pavlanský <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>

Founder 3	Name: Ján Káčer [REDACTED] [REDACTED] [REDACTED] [REDACTED]
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PART 3: CO-OWNERS PARTICULARS

Co-owner A	<b>JKVH, s. r. o.</b> , with its registered office at Staré Grunty 16, 841 04 Bratislava, Slovak Republic, identification No. 53 800 851, registered in the Commercial Register of City Court Bratislava III, Section: Sro, Insert No.: 152884/B [REDACTED]
Co-owner B	<b>Joanne Chia Jhet-Li,</b> [REDACTED] [REDACTED] [REDACTED]
Co-owner C	<b>JK Investment, s. r. o.</b> , with its registered office at Zámocká 34, 811 01 Bratislava, Slovak Republic, identification No. 47 166 479, registered in the Commercial Register of City Court Bratislava III, Section: Sro, Insert No.: 89559/B [REDACTED]
Co-owner D	<b>Osaühing Bonner Systems,</b> with its registered office at Roosikrantsi 2-149, 10119 Tallinn, Estonia, identification No. 10981045, registered in the Tartu County Court Registration Department [REDACTED]
Co-owner E	<b>0100 Ventures s. r. o.</b> , with its registered office at Staré grunty 18, 841 04 Bratislava, identification No. 50 209 728, registered in the Commercial Register of City Court Bratislava III, Section: Sro, Insert No.: 109887/B [REDACTED]
Co-owner F	<b>Bold Fund 1 s.r.o.</b> , with its registered office at Staré Grunty 6347/18, 841 04 Bratislava, identification No. 51 670 267, registered in the Commercial Register of City Court Bratislava III, Section: Sro, Insert No.: 128343/B [REDACTED]
Co-owner G	<b>DECENT International, a.s.</b> , with its registered office at Dunajská 8, 811 08 Bratislava, identification No. 51 888 653, registered in the

	Commercial Register of City Court Bratislava III, Section: Sa, Insert No.: 6829/B [REDACTED]
Co-owner H / Round B Investor 9	<b>KB-SOFT HOLDING LIMITED</b> , with its registered office at Alekou Konstantinou 56, 2024 Strovolos, Nicosia, Cyprus, identification No. 22003618, registered in the Ministry of Energy, Commerce and Industry Department of Registrar of Companies and Intellectual Property Nicosia [REDACTED]
Co-owner I / Round B Investor 10	<b>Haflo AB</b> , with its registered office at Västra Trädgårdsgatan 15, 11153 Stockholm, Sweden, identification No. 22003620, registered in the Swedish Companies Registration Office [REDACTED]

PART 4: NEW INVESTORS PARTICULARS

Designation	Particulars
New Investor 1 (Lead Investor)	Name: SLSP Seed Starter, s.r.o. Registered office: Tomášikova 48, 831 04 Bratislava - mestská časť Nové Mesto, Slovak Republic Identification No.: 54 736 196 Jurisdiction of Registration: Slovak Republic Registration in the Commercial Register: Municipal Court Bratislava III, Section: Sro, Insert No.: 162970/B Authorized Signatories:  Ing. Michal Vanovčan Title: Executive Director [REDACTED]  Ing. Rastislav Blažej Title: Executive Director [REDACTED]
New Investor 2	Name: Venture to Future Fund, a.s. Registered office: Grösslingová 44, 811 09 Bratislava - mestská časť Staré Mesto, Slovak Republic Identification No.: 52 380 483 Jurisdiction of Registration: Slovak Republic Registration in the Commercial Register: Municipal Court Bratislava III, Section: Sa, Insert No.: 6938/B Authorized Signatories:  Ing. Matej Říha Title: Chairman of the Board of Directors

	<p>[REDACTED]</p> <p>Ing. Miriama Hanout Title: Member of the Board of Directors</p> <p>[REDACTED]</p>
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PART 5: ROUND B INVESTORS PARTICULARS

Round B Investor 1	<p><b>Andrej Kiska</b> [REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
Round B Investor 2	<p><b>DEBRIS, s.r.o.</b>, with its registered office at Mateja Bela 8, 811 06 Bratislava, Slovak Republic, identification No. 36 713 911, registered in the Commercial Register of City Court Bratislava III, Section: Sro, Insert No.: 43712/B</p> <p>[REDACTED]</p>
Round B Investor 3	<p><b>František Krivda</b> [REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
Round B Investor 4	<p><b>AGROSPRA spol. s r.o.</b>, with its registered office at Čremchová 2E, Bratislava 831 01, Slovak Republic, identification No. 35 714 301, registered in the Commercial Register of City Court Bratislava III, Section: Sro, Insert No.: 14345/B</p> <p>[REDACTED]</p>
Round B Investor 5	<p><b>SORITA PLUS, s. r. o.</b>, with its registered office at Na hrádzi 8, Bratislava 851 10, Slovak Republic, identification No. 47 688 777, registered in the Commercial Register of City Court Bratislava III, Section: Sro, Insert No.: 98396/B [REDACTED]</p>
Round B Investor 6	<p><b>CB Growth ONE s. r. o.</b>, with its registered office at Staromestská 3, Bratislava 811 03, Slovak Republic, identification No. 52 656 136, registered in the Commercial Register of City Court Bratislava III, Section: Sro, Insert No.: 140835/B</p> <p>[REDACTED]</p>
Round B Investor 7	<p><b>Vision Ventures Growth I, s. r. o.</b>, with its registered office at Bottova 2A, Bratislava 811 09, Slovak Republic, identification No. 52 656 438, registered in the Commercial Register of City Court Bratislava III, Section: Sro, Insert No.: 140747/B</p> <p>[REDACTED]</p>
Round B Investor 8	<p><b>Igor Strečko</b> [REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
Round B Investor 9 / Co-owner H	<p><b>KB-SOFT HOLDING LIMITED</b>, with its registered office at Alekou Konstantinou 56, 2024 Strovolos, Nicosia, Cyprus, identification No.</p>

	22003618, registered in the Ministry of Energy, Commerce and Industry Department of Registrar of Companies and Intellectual Property Nicosia [REDACTED]
Round B Investor 10 / Co-owner I	<b>Haflo AB</b> , with its registered office at Västra Trädgårdsgatan 15, 11153 Stockholm, Sweden, identification No. 22003620, registered in the Swedish Companies Registration Office [REDACTED]



**SCHEDULE 2**

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**SCHEDULE 3**

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**SCHEDULE 3.1**

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**SCHEDULE 4**

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