



wealthi

## Wealthi Ltd

### Investment Proposal

**To: The trustee for The Valentine's Super Fund**

We're delighted at your interest in investing in Wealthi (the "**Company**"). This letter outlines the terms of that investment.

If you're happy with these terms we'll send you a link to view our most recent Investment Agreement and Articles of Association, and to a Deed of Subscription and Adherence for you and a witness to sign.

#### **Offer**

We're offering you the opportunity to invest £27,795.74 in Wealthi as follows:



<b>Share Class</b>	<b>Investment</b>	<b>Price per Share</b>	<b>Shares</b>
Ordinary	£27,795.74	£245.98	113

## **OTHER INVESTMENTS**

Currently we plan to raise £96,000 by way of Instant Investments, including this Instant Investment. That's the current plan, we may issue more or less than that.

Appendix A shows how the cap table will look including your investment.

## **Timing**

We're keen to proceed swiftly and we'd like to get everything signed by 14 August 2020.

## **Investor consents**

You'll have certain investor consent rights which are detailed in the existing Investment Agreement and Articles that we'll share with you once you've indicated that you'd like to go ahead. These investor consents require the founders to ask for your permission in relation to certain decisions.

## **Warranties and Authority**

You'll have the benefit of certain warranties which are promises which the Company and the Founders make to you about the business and the Company. The warranties are set out in the Investment Agreement.

The Directors of the Company have received all necessary approvals from the existing investors and shareholders permitting the Directors of the Company to accept this subscription.

## **Legal conditions**

This letter is not legally binding, other than for these terms (a) to (f):

- (a) This offer is conditional on us agreeing the terms set out in this proposal and signing of a Deed of Subscription and Adherence.
- (b) We expect you to keep the terms of this offer confidential unless you specifically get our permission to share with third parties (we're happy for you to share this offer with your advisors).
- (c) We'll use the SeedLegals platform, at our expense, to create and complete all the required legal documentation needed to close the round. Thanks to the SeedLegals platform, it should not be necessary for anyone else to hire a lawyer to review documents. However, should you wish to engage a lawyer to review your documents on your behalf, you'll do so at your own expense.
- (d) You acknowledge that you have not relied on any representation or warranty from us or entered into any other agreement with us in connection with the provision of funding.
- (e) This offer is made under the laws of England and Wales, subject to the courts of England and Wales.
- (f) This offer should not be taken as a recommendation from anyone at Wealthi to accept these terms. All investments carry some degree of risk and it is for you to satisfy yourself and seek appropriate advice about this investment.

## **Our assumptions**

If you're a company or a fund, you have received all necessary approvals to make this investment.

If you're an individual, you're over the age of 18 and you fall into one of the following groups (as defined in the FCA handbook):

- (a) Everyday or Restricted Investor
- (b) Advised Investor
- (c) Self-Certified Sophisticated
- (d) High Net Worth Individual

**Next steps**

Please consider these terms carefully and call us to discuss them if you wish.

Once you're happy to proceed please sign below so we can rapidly complete the remaining agreements.

We're hugely excited that you share our vision and would like to be part of it!

**APPENDIX A  
CAPITALISATION TABLE**

<b>Shareholder</b>	<b>Share Class</b>	<b>Scheme</b>	<b>Investment</b>	<b>Shares</b>	<b>Equity</b>	<b>Voting</b>
<b>Existing shares</b>			<b>£111,012.28</b>	<b>12,318</b>	<b>99.09%</b>	<b>98.99%</b>
Age Investments Pty Limited	Ordinary	—	£499	4,990	40.14%	44.51%
Pi Labs II Limited Partnership	Preference	—	£80,004.72	996	8.01%	8.88%
Scv Family Group Pty Limited	Ordinary	—	£499	4,990	40.14%	44.51%
Barrie Heptonstall	Ordinary	SEIS	£30,009.56	122	0.98%	1.09%
Existing options				1,220	9.81%	
<b>New Shares</b>			<b>£27,795.74</b>	<b>113</b>	<b>0.91%</b>	<b>1.01%</b>
The trustee for The Valentine's Super Fund	Ordinary	—	£27,795.74	113	0.91%	1.01%
<b>Total</b>			<b>£138,808.02</b>	<b>12,431</b>	<b>100%</b>	<b>100%</b>

Signed on behalf of Wealthi



---

.....  
Peter Esho  
.....  
for and on behalf of Wealthi Ltd



Penelope of .  
Lee Valentine

12.4.2020.

---

.....  
for and on behalf of The trustee for The  
Valentine's Super Fund