



## Revised General Conditions for Investing in GirlCode (UK Standard Shares)

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### General Terms and Conditions for Investing in GirlCode

Effective Date: 20/11/2024

Version: 1.1

GirlCode, Ltd. ("the Company") is a private limited company registered in the United Kingdom. These terms and conditions govern investments made via crowdsourcing platforms, where Investors are issued shares that confer both equity ownership and voting rights. By investing, you agree to the following terms:

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#### 1. Definitions

- 1.1 Investor: An individual or entity acquiring shares of the Company.
  - 1.2 Shares: Ordinary shares in the Company that provide equity ownership and voting rights.
  - 1.3 Crowdfunding Platform: An authorized UK platform facilitating investment in GirlCode.
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#### 2. Eligibility

- 2.1 Age Requirement: Investors must be at least 18 years old.
  - 2.2 Residency and Compliance: Investors must comply with applicable UK laws and regulations.
  - 2.3 Verification: Investors are subject to anti-money laundering (AML) and identity verification checks.
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#### 3. Investment Details

- 3.1 Minimum Investment: Investments must meet the minimum threshold set on the crowdfunding platform.
  - 3.2 Equity Allocation: Each Investor will receive ordinary shares proportional to their investment.
  - 3.3 Voting Rights: Ordinary shares carry one vote per share, allowing Investors to participate in Company decisions during shareholder meetings.
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#### 4. Risks and Disclosures

- 4.1 No Guarantee of Returns: Investments are subject to risk; the Company does not guarantee financial returns.
  - 4.2 Loss of Capital: Investors accept the risk of losing their entire investment in case of Company insolvency.
  - 4.3 Growth and Dilution: Future fundraising may dilute existing shareholdings.
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#### 5. Rights of Shareholders

**5.1 Dividends:** Shareholders are entitled to dividends if declared by the Company's Board of Directors, proportional to shareholding.

**5.2 Voting Rights:** Shareholders may vote on key matters during Annual General Meetings (AGMs) or Extraordinary General Meetings (EGMs).

**5.3 Access to Information:** Shareholders are entitled to annual financial statements and other key updates.

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## **6. Transfer and Sale of Shares**

**6.1 Pre-emption Rights:** Shareholders have the right to purchase additional shares in proportion to their current holdings before shares are offered to external parties.

**6.2 Restrictions on Transfer:** Ordinary shares are not publicly tradable but may be transferred privately with Board approval.

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## **7. Use of Funds**

Funds raised through crowdfunding will be allocated toward the following:

- Development of technology and products.
  - Marketing and community engagement.
  - Operational expansion in line with GirlCode's mission.
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## **8. Reporting and Communication**

**8.1 Periodic Reports:** Quarterly updates will provide Investors with performance insights and developments.

**8.2 AGMs:** Shareholders will be invited to AGMs to discuss Company progress and vote on strategic decisions.

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## **9. Termination and Refunds**

**9.1 Refund Policy:** Refunds are not provided post-investment unless the crowdfunding round is cancelled.

**9.2 Share Redemption:** Shareholders may not demand redemption or withdrawal of shares.

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## **10. Governing Law and Dispute Resolution**

**10.1** This Agreement is governed by the laws of England and Wales.

**10.2** Disputes will be resolved through arbitration, as regulated under UK law.