Reservation Terms

PetCenter Pet Food Retail Network · Exclusivity deposit

PARTIES

Seller	PetCenter CZ s.r.o., ID No. 447 97 273, Těšnov 1059/1, Nové Město, 110 00 Praha 1, Czech Republic, represented by Ing. Petr Vinklář, managing director
Buyer	The company identified in the online reservation form

SUBJECT

Assets	28 performing PetCenter stores in the Czech Republic with rent deposits and store inventory, the e-shops petcenter.cz, petcenter.sk and others, the customer database of more than 500,000 loyalty members and the PetCenter brand. Potential extension: 11 further stores.
Structure	Asset carve-out. No debt or liabilities are transferred to the buyer.
Indicative purchase price	EUR 3,900,000, based on the current stock level in the stores and subject to due diligence

DEPOSIT

Amount	EUR 200,000, refundable
Account no.	0026011592/0800 (EUR account)
Beneficiary	PetCenter CZ s.r.o.
Bank	Česká spořitelna, a.s.
IBAN / BIC	CZ57 0800 0000 0000 2601 1592 / GIBACZPX
Payment reference	Reference generated in the online reservation form

TERMS

1. The buyer reserves the assets by paying the deposit. The reservation becomes effective on the day the deposit is credited to the seller's account. The deposit is due immediately on submitting the reservation.
2. For 60 days from receipt of the deposit (the exclusivity period) the seller will not negotiate the sale of the assets with any other party.
3. During the exclusivity period the buyer may carry out due diligence. The seller provides access to store P&L, leases, inventory and other information reasonably required.
4. The parties will sign Heads of Terms and the asset purchase agreement within the exclusivity period. From Heads of Terms, the buyer's managers may join the company under a management agreement.
5. On signing the asset purchase agreement, the deposit is credited in full against the purchase price.
6. If the seller withdraws or fails to sign the asset purchase agreement within the exclusivity period, the deposit is refunded to the buyer in full within 10 business days.
7. If the asset purchase agreement is not signed within the exclusivity period for any other reason, the deposit is likewise refunded to the buyer in full within 10 business days. The buyer's sole loss is the exclusivity period.
8. The current management provides transition support for 3 to 6 months after closing at CZK 1.0m (EUR 41k) per month.
9. These terms are governed by Czech law. Disputes fall under the jurisdiction of the courts of the Czech Republic.

For the seller
PetCenter CZ s.r.o.
Ing. Petr Vinklář, managing director
Date:

For the buyer
Company:
Name, title:
Date:

By ticking "I accept the exclusivity terms" on the reservation page the buyer confirms these terms. Figures are indicative and subject to due diligence.