# WILSON SONSINI





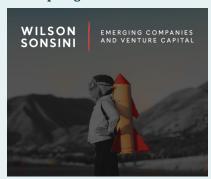
## **HIGHLIGHTS**

New @ Neuron: An AI-Enabled, Fixed-Fee Commercial Contract Offering



Introducing our commercial contract offering—an AI-enabled, attorney supervised, fixed-fee power tool for cloud services companies. To get more details or connect with someone from Wilson Sonsini to get started, email neuron@wsgr.com.

■ Visit ecp.wsgr.com—Wilson Sonsini's Digital Hub for Founders, Entrepreneurs, and VCs



We offer an array of free resources to help start-ups, founders, entrepreneurs, and VCs build the next generation of emerging technologies. Our aim is to accelerate entrepreneurship for everyone, everywhere. Explore our comprehensive Knowledge Bank with 200+ FAQs on topics ranging from formation to exit, industry alerts, and much more at: https://ecp.wsgr.com.

# Perennial Leader for Venture Financings

Represent more companies that receive venture financing than any other U.S. law firm and consistently rank No. 1 for the number of company-side venture capital deals handled each year. In fact, *Refinitiv* recently ranked Wilson Sonsini as the top law firm by number of venture capital rounds raised in 2022 in its "Full Year 2022 Global Private Equity Legal Review."

#### **OVERVIEW**

Since the firm's inception in the early days of Silicon Valley, Wilson Sonsini has been privileged to help lay the groundwork for some of the world's most innovative technology, life sciences, and growth companies. As the nation's leading law firm representing venture-backed companies, we have counseled thousands of entrepreneurs starting new businesses, advising on the formation of companies, equity structures, negotiations with investors, intellectual property rights, and other issues vital to their success.

#### An Interdisciplinary Approach

We take an interdisciplinary approach to counseling entrepreneurs and young companies, offering deep expertise in such vital areas as:

- Corporate formation
- Corporate governance
- Employment and employee benefits and compensation
- Mergers & acquisitions
- Patents and innovations
- Privacy and cybersecurity
- Real Estate
- Tax
- Technology transactions
- Venture finance

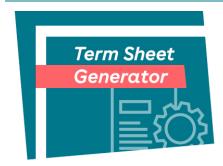
This interdisciplinary approach, along with the breadth and depth of our practice, allows us to serve as a strategic advisor through each stage of a private company's growth. In addition, we have a number of business processes and proprietary knowledge management systems in place that enable all of our attorneys to leverage the collective experience and skills of the firm, ensuring maximum effectiveness and efficiencies for our clients.

#### A Network for Entrepreneurs

Our attorneys have seen countless ventures—launched with little more than a promising idea and the passion of their founders—grow into highly successful, mature companies. The firm has grown as well; currently, we represent more than 300 public and 3,000 private companies. But our commitment to entrepreneurs remains resolute, and we always are looking for new ways to serve their needs.

We provide entrepreneurs with the information and opportunities they need to develop into the next generation of industry leaders. The firm's resources are extended to all entrepreneurs and emerging company executives who establish a relationship with the firm. For example, we invite contacts to networking events, workshops, and other programs covering a wide range of topics designed to help entrepreneurs focus their ideas, develop a business strategy, build the right relationships, and access capital.

#### **TERM SHEET GENERATOR**



Using the above link to Wilson Sonsini's **Term Sheet Generator**, you can generate a venture financing term sheet based on your responses to an online questionnaire. It also has an informational component, with basic tutorials and annotations on financing terms. This term sheet generator is a modified version of a tool that Wilson Sonsini uses internally, which comprises one part of a suite of document automation tools that we use to generate start-up and venture-financing-related documents.

## **Please Note**

Progress will not be saved. Any generated documents will open in Word. An .xml answer file may also be exported.

Because it has been designed as a generic tool that takes into account a number of options, this version of the term sheet generator is fairly expansive and includes significantly more detail than would likely be found in a customized application.

#### **Contacts**

Please direct any general questions regarding the term sheet generator to Tony Kikuta (akikuta@wsgr.com) or Yokum Taku (ytaku@wsgr.com) at (650) 493-9300. For technical issues, please contact Wilson Sonsini's Help Desk at (650) 493-9300 (ext. 6161).

#### Other Resources

The Term Sheet Generator is part of a suite of automation tools that the firm uses to generate start-up and venture financing-related documents. In addition to the Term Sheet Generator, Wilson Sonsini offers a public version of a **Convertible Note Term Sheet**Generator for equity venture financings, which you can access through the above tab. The firm also offers other free online resources for entrepreneurs, including our *Entrepreneurs Reports*, our quarterly newsletters that present data on venture financings in which the firm was involved, with the objective of identifying relevant trends in activity and valuation levels for the U.S. venture capital industry in general. Visit our ECP website to view the most current and past issues of our *Entrepreneurs Report*.

#### **Terms and Conditions**

By using Wilson Sonsini's Term Sheet Generator, you agree to the Terms and Conditions below.

## No Attorney-Client Relationship

The Wilson Sonsini Term Sheet Generator, including the online questionnaire and annotations (the TSG), and the form of memorandum of terms generated by the TSG (the Term Sheet) have been prepared by Wilson Sonsini Goodrich & Rosati (Wilson Sonsini) for general informational purposes only and do not constitute advertising, a solicitation, or legal advice. Neither the availability, operation, transmission, receipt, nor use of the TSG or the Term Sheet is intended to create, or constitutes formation of, an attorney-client relationship or any other special relationship or privilege. You should not rely upon the TSG or the Term Sheet for any purpose without seeking legal advice from licensed attorneys in the relevant state(s).

## **Privacy Matters**

As part of the normal operation of the underlying software, the TSG temporarily stores information that you have entered (as well as a temporary copy of the Term Sheet) so that the underlying software can operate as designed. By using the TSG, you confirm that you have authority to share any information that you furnish. We disclaim any and all liability in connection with the collection, use, or disclosure of the information furnished by you or otherwise collected by the TSG. Please note that we cannot guarantee the security of any information transmitted to us over the internet. Please also refer to the Privacy Policy that generally governs the use of Wilson Sonsini's website.

# **Compliance with Laws**

You agree to use the TSG and the Term Sheet in compliance with all applicable laws, including applicable securities laws, and you agree to indemnify and hold Wilson Sonsini harmless from and against any and all claims, damages, losses, or obligations arising from your failure to comply.

# **Disclaimer of Liability**

THE TSG AND THE TERM SHEET ARE PROVIDED AS-IS WITH NO REPRESENTATIONS OR WARRANTIES, EITHER EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, IMPLIED WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, AND NONINFRINGEMENT. YOU ASSUME COMPLETE RESPONSIBILITY AND RISK FOR USE OF THE TSG AND THE TERM SHEET. Some jurisdictions do not allow the exclusion of implied warranties, so the above exclusion may not apply to you.

Wilson Sonsini expressly disclaims all liability, loss, or risk incurred as a direct or indirect consequence of the use of the TSG or the Term Sheet. By using the TSG or the Term Sheet, you waive any rights or claims you may have against Wilson Sonsini in connection therewith. The information contained in the TSG and the Term Sheet is provided only as general information and may not reflect the most current market and legal developments and may not address all relevant business or legal issues; accordingly, information in the TSG or the Term Sheet is not promised or guaranteed to be correct or complete. Further, Wilson Sonsini does not necessarily endorse, and is not responsible for, any third-party content that may be accessed through the TSG and the Term Sheet.

Wilson Sonsini at its sole discretion may choose to change the terms, conditions, and operation of the TSG and the Term Sheet at any time. Wilson Sonsini, in its sole discretion, reserves the right to refuse to provide you access to the TSG and the Term Sheet. You agree that Wilson Sonsini shall not be liable to you for loss or damages that may result from our refusal to provide access to the TSG or the Term Sheet.

## **Use by Agents**

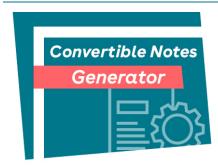
You agree that, if an agent (e.g., an attorney, an employee, etc.) uses the TSG or the Term Sheet on your behalf, you are nonetheless bound as a principal by all terms and conditions herein.

# Circular 230 Compliance

To ensure compliance with requirements imposed by the IRS, we inform you that any U.S. federal tax information contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of:

- 1. avoiding penalties under the Internal Revenue Code, or
- 2. promoting, marketing, or recommending to another party any transaction or matter addressed herein. You should seek advice based on your particular circumstances from a tax advisor.

#### CONVERTIBLE NOTE TERM SHEET GENERATOR



Using the above link to Wilson Sonsini's **Convertible Note Term Sheet Generator**, you can generate a convertible note term sheet based on your responses to an online questionnaire. It also has an educational component, with basic tutorials and annotations.

This term sheet generator is a modified version of a tool that Wilson Sonsini uses internally, which comprises one part of a suite of document automation tools that we use to generate start-up and venture-financing-related documents.

#### **Please Note**

Progress will not be saved. Any generated documents will open in Word. An .xml answer file may also be exported.

Because it has been designed to account for a number of options, this version of the term sheet generator is fairly expansive and includes more detail than would likely be found in a customized application.

## **Contacts**

Please direct any general questions regarding the term sheet generator to Tony Kikuta (akikuta@wsgr.com) or Yokum Taku (ytaku@wsgr.com) at (650) 493-9300. For technical issues, please contact Wilson Sonsini's Help Desk at (650) 493-9300 (ext. 6161).

# **Other Resources**

The Convertible Note Term Sheet Generator is part of a suite of automation tools that the firm uses to generate start-up and venture financing-related documents. In addition to the Convertible Note Term Sheet Generator, Wilson Sonsini offers a public version of a **Term Sheet Generator** for equity venture financings, which you can access through the above tab. The firm also offers other free online resources for entrepreneurs, including our *Entrepreneurs Reports*, our quarterly newsletters that present data on venture financings in which the firm was involved, with the objective of identifying relevant trends in activity and valuation levels for the U.S. venture capital industry in general. Visit our ECP website to view the most current and past issues of our *Entrepreneurs Report*.

## **Terms and Conditions**

By using Wilson Sonsini's Term Sheet Generator (Convertible Notes), you agree to the Terms and Conditions below.

## No Attorney-Client Relationship

The Wilson Sonsini Convertible Note Term Sheet Generator, including the online questionnaire and annotations (the TSG), and the form of memorandum of terms generated by the TSG (the Term Sheet) have been prepared by Wilson Sonsini Goodrich & Rosati (Wilson Sonsini) for general informational purposes only and do not constitute advertising, a solicitation or legal advice. Neither the availability, operation, transmission, receipt nor use of the TSG or the Term Sheet is intended to create, or constitutes formation of, an attorney-

client relationship or any other special relationship or privilege. You should not rely upon the TSG or the Term Sheet for any purpose without seeking legal advice from licensed attorneys in the relevant state(s).

## **Privacy Matters**

As part of the normal operation of the underlying software, the TSG temporarily stores information that you have entered (as well as a temporary copy of the Term Sheet) so that the underlying software can operate as designed. By using the TSG, you confirm that you have authority to share any information that you furnish. We disclaim any and all liability in connection with the collection, use or disclosure of the information furnished by you or otherwise collected by the TSG. Please note that we cannot guarantee the security of any information transmitted to us over the internet. Please also refer to the Privacy Policy that generally governs the use of Wilson Sonsini's website.

# **Compliance with Laws**

You agree to use the TSG and the Term Sheet in compliance with all applicable laws, including applicable securities laws, and you agree to indemnify and hold Wilson Sonsini harmless from and against any and all claims, damages, losses, or obligations arising from your failure to comply.

# **Disclaimer of Liability**

THE TSG AND THE TERM SHEET ARE PROVIDED AS-IS WITH NO REPRESENTATIONS OR WARRANTIES, EITHER EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, IMPLIED WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, AND NONINFRINGEMENT. YOU ASSUME COMPLETE RESPONSIBILITY AND RISK FOR USE OF THE TSG AND THE TERM SHEET. Some jurisdictions do not allow the exclusion of implied warranties, so the above exclusion may not apply to you.

Wilson Sonsini expressly disclaims all liability, loss or risk incurred as a direct or indirect consequence of the use of the TSG or the Term Sheet. By using the TSG or the Term Sheet, you waive any rights or claims you may have against Wilson Sonsini in connection therewith. The information contained in the TSG and the Term Sheet is provided only as general information and may not reflect the most current market and legal developments and may not address all relevant business or legal issues; accordingly, information in the TSG or the Term Sheet is not promised or guaranteed to be correct or complete. Further, Wilson Sonsini does not necessarily endorse, and is not responsible for, any third-party content that may be accessed through the TSG and the Term Sheet.

Wilson Sonsini at its sole discretion may choose to change the terms, conditions, and operation of the TSG and the Term Sheet at any time. Wilson Sonsini, in its sole discretion, reserves the right to refuse to provide you access to the TSG and the Term Sheet. You agree that Wilson Sonsini shall not be liable to you for loss or damages that may result from our refusal to provide access to the TSG or the Term Sheet.

## **Use by Agents**

You agree that, if an agent (e.g., an attorney, an employee, etc.) uses the TSG or the Term Sheet on your behalf, you are nonetheless bound as a principal by all terms and conditions herein.

# Circular 230 Compliance

To ensure compliance with requirements imposed by the IRS, we inform you that any U.S. federal tax information contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of:

- 1. avoiding penalties under the Internal Revenue Code, or
- 2. promoting, marketing, or recommending to another party any transaction or matter addressed herein. You should seek advice based on your particular circumstances from a tax advisor.