

# One Operation Ltd.

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## “SAFE - Simple Agreement for Future Equity (2026 Edition)”

Swiss–US hybrid version

Suitable for VC investors, business angels, family offices and private individuals.

This agreement is designed to accommodate investors worldwide, including the US, EU and Switzerland.

### Between

**One Operation GmbH**, Chrummbächliweg 20b, 8805 Richterswil, Switzerland

Commercial Register No. CH-020.4.037.853-2

(“the Company”)

and

**[Investor Name]**, residing at **[Address]**

Information from the Internet form. Confirmed by the sender address of the bank deposit.

(“the Investor”)

Upon receipt of the funds, the Company will issue and electronically deliver a SAFE confirmation (“SAFE Investment Certification”) to the Investor.

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### 1. Purpose of this SAFE

This SAFE represents a contractual right for the Investor to receive future equity in One Operation GmbH (or its legal successor), subject to the terms below.

This SAFE:

- is **not** a debt instrument,
- bears **no interest**,
- has **no maturity date**,
- grants **no voting, dividend, or membership rights**,
- is **not** considered a security offered to the public under Swiss FIDLEG,
- is valid as a private investment agreement under Swiss law.

The Investor’s payment constitutes a **voluntary capital contribution (Kapitaleinlage / Agio)** under Swiss tax law (Art. 20(3) DBG), not income.

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### 2. Investment Amount and Valuation Framework

The Investor pays the Company:

**CHF 1’000 per SAFE Unit**

The first financing round consists of up to **1’000 SAFE Units**, representing **10% of the Company’s fully diluted equity upon conversion**.

Each SAFE Unit converts into **1/10’000 of the Company** at the Conversion Event.

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### 3. Conversion Event (Latest: December 31, 2030)

This SAFE automatically converts into equity when the earliest of the following occurs:

#### a) Equity Conversion Event

A capital increase or restructuring (including conversion into an AG).

## b) Exit Event

Sale of the Company, merger, acquisition, or IPO.

## c) Long-stop Date

No later than **December 31, 2030**.

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## 4. Equity Received Upon Conversion

Upon conversion, the Investor receives:

- **Stammanteile of the GmbH**, or
- **Shares of the AG** (if the Company converts),

representing the same percentage as originally agreed (1/10'000 per SAFE Unit).

Converted equity includes:

- full voting rights,
- full dividend rights,
- all standard shareholder rights under Swiss law.

A shareholder agreement may be required at conversion.

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## 5. Founder Obligation to Make Equity Available

The Founder, **Bruno Zanella**, hereby **irrevocably commits** to:

- make available the required shares for conversion,  
**either** through a capital increase  
**or** through a transfer of his own shares.

This ensures that the Investor receives the equity percentage without dilution below the agreed economic share.

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## 6. TAX TREATMENT (IMPORTANT FOR US INVESTORS)

- The Investor's payment is registered as a **Swiss Kapitaleinlage**.
- Conversion into equity is **tax-neutral** in Switzerland.
- No Swiss withholding tax applies prior to dividend distributions (none planned before 2030).

(Investors must consult their own US tax advisors)

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## 7. Transferability

This SAFE may not be transferred without the Company's written approval.

Inheritance transfers are automatically permitted.

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## 8. Governing Law and Jurisdiction

- **Swiss law applies.**
  - Jurisdiction: **Richterswil/Zürich**, Switzerland. The company reserves the right to change its registered seat within Switzerland. Any such new seat shall constitute the applicable place of jurisdiction.
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## 9. Acceptance

By transferring funds to the account below, the Investor accepts all terms:

**IBAN:** CH02 0026 2262 1818 7601 V

**BIC:** UBSWCHZH80A

**Bank:** UBS

**Account Holder:** One Operation GmbH



Richterswil, 1. Januar 2026

Bruno Zanella



# One Operation Ltd.

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**This document is provided as a Sample SAFE Investment Certificate for illustration purposes only.**

## “SAFE INVESTMENT CERTIFICATION”

### One Operation GmbH

Chrummbächliweg 20b, 8805 Richterswil, Switzerland  
Commercial Register No. CH-020.4.037.853-2

**Certificate No.:** SAFE-2026-[XXXX] to SAFE-2026-[XXXX]

**Date of Issue:** [Date]

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### 1. Investor Information

This certificate confirms the receipt of a SAFE investment by:

**Investor Name:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**Country:** \_\_\_\_\_

(As provided through the online subscription form and validated through the bank payment details.)

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### 2. Confirmation of Payment

One Operation GmbH hereby confirms that the Investor has made a full payment of:

**Amount Received:** CHF \_\_\_\_\_

**Corresponding SAFE Units:** \_\_\_\_\_ units

(Each SAFE unit corresponds to CHF 1,000 and represents a contractual right equal to **1/10,000** of the economic interest in the company.)

The payment has been fully recorded as **capital contribution (Agio)** under Swiss tax law, pursuant to Art. 20(3) DBG / Art. 5 StHG.

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### 3. Nature of the SAFE Instrument

This SAFE (Simple Agreement for Future Equity) does **not** constitute:

- a membership right,
- a share or security,
- a voting right,
- a dividend entitlement,
- or a financial instrument under Swiss FIDLEG.

It is a **contractual right to receive equity in the future**, subject exclusively to the terms of the "SAFE – Future Equity Agreement (2026 Edition)".

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### 4. Equity Conversion Right (Latest by December 31, 2030)

The Investor is entitled to receive equity in One Operation GmbH (or its successor entity), corresponding to the total number of SAFE units purchased.

**Latest Conversion Date:**

**December 31, 2030**

**Conversion Mechanism:**

At or before the latest conversion date:

- The SAFE converts into the corresponding number of **company equity units (Stammanteile)**,
- or, if the company has been converted into a corporation (AG), the corresponding number of **shares**,
- as defined in the SAFE Agreement.

The current sole shareholder, **Mr. Bruno Zanella**, is contractually obligated to provide the required equity units for conversion.

**Investor Rights After Conversion:**

Upon conversion, the Investor will receive:

- full shareholder membership rights,
- voting rights,
- dividend rights,
- and ownership proportional to the economic interest defined by the SAFE units.

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**5. Transferability**

This SAFE certification may be transferred only with the written approval of One Operation GmbH.

Transfers by inheritance are automatically approved.

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**6. Governing Document**

This certification is issued under and governed by the terms of the binding document:

**“SAFE – Future Equity Agreement (2026 Edition)”**

which forms an integral part of this certification.

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**7. Jurisdiction**

Jurisdiction is the registered office of One Operation GmbH. A future relocation within Switzerland will result in the new place of jurisdiction.

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**8. Execution**

This certification is valid without physical signature and may be issued electronically.

Richterswil, Switzerland — [Date]

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**Bruno Zanella**

Managing Director & Sole Shareholder

One Operation GmbH