

Share Subscription and Shareholder Agreement

Date: ____/____/____

1. Parties

This Agreement is made between:

1. **The Company:** [Name of Company], a company incorporated under the laws of [Jurisdiction], with registered office at [Company Address].
2. **The Subscriber:** [Name of Subscriber], residing at/with registered office at [Subscriber Address].
3. **Existing Shareholders:** (if applicable) [Names & addresses].

2. Recitals

WHEREAS the Company wishes to issue and the Subscriber wishes to subscribe for shares in the Company,
AND WHEREAS the parties desire to regulate their respective rights and obligations in relation to the Company.

3. Subscription

1. The Subscriber agrees to subscribe for, and the Company agrees to issue, **[Number]** ordinary shares ("Shares") of the Company at a subscription price of **[Price per Share]** for a total consideration of **[Total Amount]**.
2. Payment for the Shares to be made by the Subscriber on or before **[Payment Date]** to the Company's designated account.

4. Warranties

1. The Company represents and warrants that it is duly incorporated and has the power to issue Shares as provided herein.
2. The Subscriber acknowledges they have full capacity and authority to execute this Agreement and subscribe for shares.

5. Shareholders' Rights & Obligations

1. Shares issued under this Agreement carry rights as specified in the Company's Articles of Association.
2. Shareholders agree to be bound by the terms of this Agreement and the Articles of Association.

6. Confidentiality

All parties agree to keep confidential the terms of this Agreement and any information regarding the Company's business, except as required by law.

7. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of **[Jurisdiction]**.

Schedule A: Details of Share Subscription

Subscriber Name:	[Insert Name]
Number of Shares:	[Insert Number]
Class of Shares:	[Insert Class]
Subscription Price:	[Insert Price Per Share]
Total Consideration:	[Insert Total]

Payment Due Date:

[Insert Date]

Signatures

For and on behalf of the Company
[Name, Title]

Subscriber
[Name]

Existing Shareholders (if any)
[Names]

Date: ____/____/____

Important Notes

- This is a template and should be adapted to the specific transaction and legal requirements.
- Legal advice is recommended before entering into any share subscription or shareholder agreement.
- The rights and obligations of shareholders are often outlined in the Articles of Association—“inconsistency should be avoided.
- The agreement should reflect all commercial terms agreed between parties, including any restrictions on share transfers, pre-emption rights, and exit provisions.