

# Shareholder Agreement on Investment Terms

## Outline Structure

### 1. Parties

- Identification of shareholders
- Company details

### 2. Recitals

- Preamble and background

### 3. Definitions

- Key terms and definitions used in the agreement

### 4. Capital Structure

- Share classes and rights
- Pre-money valuation and investment amount

### 5. Subscription Terms

- Investment procedure
- Payment terms

### 6. Shareholder Rights and Obligations

- Voting rights
- Information rights
- Pre-emptive rights

### 7. Board of Directors

- Nomination and appointment
- Board reserved matters

### 8. Transfer of Shares

- Restrictions on transfer
- Tag-along and drag-along rights

### 9. Exit Provisions

- IPO, trade sale, buy-back, or other exit mechanisms

### 10. Confidentiality and Non-Compete

### 11. Dispute Resolution

- Applicable law
- Arbitration or court jurisdiction

### 12. Miscellaneous

- Amendment process
- Notices
- Entire agreement clause

### 13. Schedules and Annexes

- Cap table
- List of investors
- Form of share certificate

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## **Important Notes:**

- This outline is for reference only and must be tailored to the specifics of each transaction and jurisdiction.
- Legal advice should be sought before drafting or signing a shareholder agreement.
- Key clauses such as transfer restrictions and dispute resolution can significantly affect shareholder rights.
- The agreement sets expectations between investors and founders, reducing future misunderstandings.