

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

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.