Global Legal Solutions®

Deal Shaper

Shareholders’ Agreement

Private & Confidential

INTRODUCTION

1. OVERVIEW

1.1 This GLS Shareholders Agreement Deal Shaper assists potential parties to a shareholders agreement ("**SHA**") in considering and achieving alignment on the key points that will regulate their relationship.

1.2 It is inefficient to attempt to draft a long form SHA if the parties are yet to achieve an informed and aligned view of how their relationship will work.

1.3 This tool works in conjunction with a GLS Facilitated Workshop, during which GLS advisors will work through each of the key SHA issues to help build a clear consensus amongst the proposed Shareholders.

1.4 Once the GLS SHA Deal Shaper process has been completed, a neatly aligned, full-blown SHA can emerge in a fraction of the time and cost.

DEAL SHAPER

2. KEY TERMS & AGREED POSITIONS

KEY SHA TERMS		CONSENSUS REACHED
1	**Parties**	Who are the Parties? Answer: • [•]
2	**Shareholding Structure**	What is the shareholding structure of the Company? Answer: • [•]
3	**Business of the Company**	What is a one-sentence description of the business of the Company? Answer: • [•]
4	**Funding for the Company**	How will the Company be funded and what are the Shareholders' funding obligations? Sample Issues: 1) Whether funding should be via debt, equity, or other mechanisms 2) What will happen if funding obligations are not met Answer: • [•]
5	**IPR**	What intellectual property will be owned by the Company vs. owned by the Shareholders? Sample Issues: 1) Who will own intellectual property that is developed by a Shareholder on behalf of the Company 2) Whether Shareholders can claim an interest in any intellectual property developed by the Company after they cease to be a Shareholder Answer:

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