

UNANIMOUS SHAREHOLDER AGREEMENTS
EXAMPLES OF TRIGGERING EVENTS FOR SALE OF SHARES

Example #1 - Sale of Shares to Other Shareholders

Triggering Event:

- ↪ Shareholder wants out and offers his shares for sale to one or more other shareholders.

Provisions & Method of Implementing:

- ↪ USA should provide that change of voting control (and therefore transfer of shares among shareholders) is subject to shareholder approval.
- ↪ Terms should be the same for all.
- ↪ Notice to all shareholders.
- ↪ If no one accepts, then shareholder must seek to sell to a third party, invoking the Right of Refusal process.
- ↪ If one or more shareholders accept the offer to sell, then all other shareholders have the option to buy shares on the same terms in the same proportion as their existing share ownership. If exercised by fewer than all other shareholders and if consented to by shareholders opting not to purchase, then purchased in equal shares by those shareholders opting to buy shares.

