



Revised Shareholder Agreement for GirlCode (UK Standard Shares)

This Shareholder Agreement (the "Agreement") is entered into as of 20/11/2024 by and among GirlCode, Ltd., a private limited company registered in England and Wales with company number 13873433, and the shareholders (the "Shareholders").

1. Definitions

- 1.1 Shares: Ordinary shares in the Company, providing voting rights and equity ownership.
 - 1.2 Shareholder: An individual or entity owning one or more shares in the Company.
 - 1.3 Transfer: Any sale, assignment, or other disposition of shares.
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2. Rights of Shareholders

- 2.1 Voting Rights: Each ordinary share entitles the holder to one vote on Company matters.
 - 2.2 Dividends: Shareholders are entitled to dividends declared by the Board, distributed in proportion to share ownership.
 - 2.3 Participation in Meetings: Shareholders may attend and vote at AGMs and EGMs.
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3. Transfer of Shares

- 3.1 Pre-emption Rights: Existing Shareholders have the right of first refusal to purchase any shares offered for sale.
 - 3.2 Board Approval: Transfers must be approved by the Company's Board of Directors to ensure compliance with shareholder protections.
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4. Shareholder Obligations

- 4.1 Confidentiality: Shareholders must not disclose the Company's confidential information without written consent.
 - 4.2 Compliance: Shareholders agree to abide by UK laws and Company policies.
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5. Management and Governance

- 5.1 Board of Directors: The Company's affairs are managed by a Board elected by the Shareholders.
 - 5.2 Decision-Making: Key decisions, such as issuance of new shares or sale of the Company, require approval by Shareholders holding at least [Insert %] of voting shares.
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6. Financial Matters

- 6.1 Annual Accounts: The Company will prepare and distribute annual financial statements.
- 6.2 Funding and Dilution: Shareholders acknowledge that future funding rounds may dilute their shareholding.

7. Dispute Resolution

7.1 Jurisdiction: This Agreement is governed by the laws of England and Wales.

7.2 Arbitration: Disputes will be resolved by arbitration under the rules of the London Court of International Arbitration (LCIA).

8. Termination

8.1 This Agreement remains in force as long as the Company has at least two Shareholders.

8.2 In case of dissolution, remaining assets will be distributed to Shareholders after settling liabilities.

9. Miscellaneous

9.1 Amendments: Changes to this Agreement require the consent of Shareholders holding a majority of shares.

9.2 Entire Agreement: This document constitutes the entire agreement governing Shareholder rights and obligations.

Signed:

For GirlCode, Ltd.:

James Grant

Managing Director