SHAREHOLDER AGREEMENT

ANG BANK INC.

Governing Internal Equity Structure, Corporate Governance, and Institutional Risk Controls

1. PARTIES

This Shareholder Agreement is formally executed between ANG Bank Inc., a corporate banking entity with the registered in-game company identifier ANGBankInc, and its Founding Shareholders: Ognqn and xxSmash. All individuals are together explicitly bound by the terms detailed herein.

2. PURPOSE OF AGREEMENT

This Agreement establishes the rights, constraints, professional responsibilities, and governance structures between ANG Bank Inc. and its founding members. It dictates statutory procedures for all active partners and remains binding upon all incoming equity entities unless modified under the strict guidelines of this document.

3. CORPORATION PURPOSE

ANG Bank Inc. operates explicitly as a Commercial Bank and licensed Financial Institution under the direct regulatory framework of the Department of Commerce. Its structural mandate is to provide secure commercial banking facilities, administer customer savings accounts, accept capital deposits, and underwrite small business/consumer loans. The firm explicitly binds itself to all baseline reserve provisions, structural audits, and tax obligations mandated by the Commonwealth of Redmont.

4. SHARE CAPITAL

The baseline capitalization structure of the bank permits an issuance ceiling of 1,000 Ordinary Shares. Each unique Ordinary Share carries a fixed par value of R$1 (One Redmont Dollar). Fractional shares are strictly barred from existence. Authorized shares remaining unallocated post-incorporation are classified as authorized but unissued treasury shares.

5. SHARE ALLOCATION & INITIAL OWNERSHIP

The initial capitalization buy-in and corresponding equity allocations are officially divided as follows:

- **Ognqn:** 550 Ordinary Shares, representing 55% total equity ownership.
- **xxSmash:** 450Ordinary Shares, representing 45% total equity ownership.

6. SHARE CLASS AND VOTING RIGHTS

The bank maintains one single asset class comprising standard Ordinary Shares. Each separate share commands exactly one (1) corporate vote. Voting parameters are strictly proportional to equity volume. Shareholders maintain structural voting privileges over fundamental corporate matters, specifically:

- The appointment, evaluation, and structural removal of acting Directors;

- The approval or rejection of all enumerated corporate Reserved Matters;
- The evaluation of prospective internal share transfers or external capital infusions;
- The verification and declaration of corporate dividend distributions;

7. SHAREHOLDER RESOLUTIONS AND QUORUM

Shareholder determinations may be advanced via formal resolutions or explicit written consensus. The required baseline quorum to initiate a vote demands at least fifty percent (50%) of all active voting power to be present. In order to prevent voter disenfranchisement across disparate time zones, voting windows on official forum categories or server secure communication logs must remain active for a minimum timeline of 48 hours.

8. ROLES AND RESPONSIBILITIES OF SHAREHOLDERS

Ordinary Shareholders accept a strict set of fiduciary responsibilities and command matching core protections:

- **Responsibilities —** Partners must exercise corporate voting capacities in absolute good faith, maintain updated forum and game connection data, and uphold the separate legal entity structure of the bank.
- **Entitlements —** Partners maintain a proportional right to profits, a right to receive regular operational audit data, and a right to clear asset allocations upon winding up protocols.

9. MANAGEMENT OF THE FIRM

ANG Bank Inc. shall be structurally governed by its Board of Directors. The founding board composition comprises: Ognqn (Chairman of the Board of Directors), xxSmash (Executive Director). The Board maintains universal oversight regarding strategic trajectories, consumer risk policies, and regulatory compliance paths.

10. OFFICERS

The core operational executives tasked with deploying daily banking systems are established as follows:

- **Chief Financial Officer (CEO):** Ognqn
- **Chief Operating Officer (COO):** xxSmash

11. RESPONSIBILITIES OF OFFICERS

Executive officers possess independent operational purviews to insulate the bank from operational error:

- The Chief Executive Officer (Ognqn) is tasked with controlling vault liquidity ratios, adjusting customer deposit interest tiers, tracking loan liabilities, and compiling the bank's public ledger.
- The Chief Operating Officer (xxSmash) controls commercial branch hiring structures, staff coordinate shifts, in-game employee wage compliance, and logistics safety.

12. POWERS OF THE BOARD OF DIRECTORS

The Board commands necessary operational authority to advance corporate aims, including drafting ordinary-course hiring papers, forming internal divisions, verifying interest payout timelines, and

enforcing internal bank regulations, provided these steps do not override protections reserved for shareholders.

13. BOARD DECISIONS AND MEETINGS

Board determinations require a structural simple majority (>50%) vote from active Directors. Quorum parameters demand a majority presence of the complete sitting board, and all approved determinations must be permanently logged in writing within corporate files.

14. RESERVED MATTERS

To insulate founding partners from hostile internal dilution, the following actions strictly require a supermajority approval threshold of at least 56% of all active voting shares:

- Structural revisions to this Shareholder Agreement or the Certificate of Incorporation;
- The issuance of additional equity pools, share classes, or dilutive options;
- The structural transfer of existing equity positions to unlisted third parties on the server;
- The validation of a bank merger, corporate takeover, or structural corporate dissolution.

15. TRANSFER OF SHARES AND NEW ADMISSIONS

No partner may sell, leverage, or allocate share blocks without securing clear approval from both the sitting Board and the required supermajority share holding. Incoming entities may only enter the equity structure after executing a joinder agreement confirming they are bound by every provision of this Shareholder Agreement.

16. PRE-EMPTION AND RIGHT OF FIRST REFUSAL

Before an existing partner can execute a share transfer to an outside third party, they are legally bound to extend a purchasing option to the remaining founders on equivalent financial terms. The remaining partners retain an exclusive seven (7) day right of first refusal window to purchase the equity block proportionally before external sales are permitted.

17. SHARE VALUATION

Should shares face transfer absent a clear, written, bona fide third-party offer, the default valuation benchmark shall be dictated by the bank's exact Net Asset Value (total cash and asset value within the in-game `/db` account minus any current debts or depositor obligations) multiplied by the specific equity percentage undergoing transfer.

18. DIVIDENDS

The Board may declare dividend pools from clear retained earnings when liquidity permits. No dividend payment may be authorized if the extraction would compromise depositor security, fall beneath baseline reserve requirements, or disrupt compliance with Department of Commerce laws.

19. FINANCING AND FUNDING AGREEMENTS

The bank's reserve channels may be advanced via core contributions, service fees, or structural loans. Any internal shareholder debt injected into the firm must be detailed via clear written loan agreements capturing interest rates and payback constraints.

20. CONFLICTS OF INTEREST

Directors or shareholders with competing financial interests in any transaction involving the bank must declare their position prior to voting. Failure to log competing positions provides grounds for internal corporate investigation and potential board removal.

21. EXIT STRATEGY FOR SHAREHOLDERS

Partners seeking to exit the corporate entity may transfer approved shares under the Right of First Refusal framework or complete a corporate treasury buyback if mutually confirmed in writing. In cases where an equity holder becomes permanently inactive on the server, the remaining board may utilize the Net Asset Value metric to buy out the position via written successor protocols.

22. DISSOLUTION AND PRIORITY LIQUIDATIONS

Winding up operations requires a supermajority vote. Upon initiation, ordinary operations halt, and a strict asset priority payout must occur: First, consumer depositors must be completely refunded; second, outstanding tax liabilities must be paid; third, remaining capital pools shall be distributed to the shareholders.

23. STATUS OF CHARTER

If an administrative discrepancy emerges between this Shareholder Agreement and the Certificate of Incorporation, the Certificate of Incorporation remains dominant to the extent required for server compliance.

24. ENTIRE AGREEMENT

This instrument constitutes the complete internal operating and governance contract for ANG Bank Inc., effective upon official regulatory greenlighting by the Department of Commerce.

X_ Ognqn
Ognqn
CEO & Board Chairman

X_ xxSmash
xxSmash
COO & Founding Shareholder