PAN MEDIA CORP.

CHARTER OF INCORPORATION & SHAREHOLDER AGREEMENT

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(1) OWNERSHIP AND EQUITY DISTRIBUTION

- Authorized Shares: 1,000,000 shares.
- Par Value: $0.10 per share.
- Share Class: Common Stock.
- Incorporator: Panipal_M_B_123.
- Issuance & Transfer: The Board of Directors has the sole authority to issue new shares. Existing shareholders have pre-emptive rights to purchase new shares in proportion to their current holdings.
- Amendments: (i) Must originate from the Board; (ii) Require majority vote of outstanding shares; (iii) Class-specific amendments require a majority in that class.

(2) MANAGEMENT AND DECISION-MAKING

- Director Appointment: Appointed by majority vote of shareholders.
- Voting Rights: One share of Common Stock equals one vote.
- Quorum: 50% of total voting power required for resolutions. Abstentions count toward quorum.

(3) ROLES AND RESPONSIBILITIES

- Shareholders: Elect the Board and vote on structural changes.
- Directors: Strategy, hiring officers, and financial oversight.
- Officers: Daily operations and management of PAN-Media.

(4) TRANSFER OF SHARES

- Right of First Refusal: Shareholders must offer shares to the Corporation or current shareholders before third parties.
- Valuation: Based on the most recent trade price or an independent audit.

(5) DIVIDENDS AND DISTRIBUTIONS

- The Board may declare dividends from net profits at their discretion, distributed proportionally to shareholdings.

(6) DISPUTE RESOLUTION & BYLAWS

- Disputes: Resolved via non-binding mediation; otherwise referred to Redmont Courts.
- Bylaws: Board may adopt Bylaws for daily operations. This Charter prevails in case of conflict.

(7) EXIT STRATEGIES

- Buy-Sell: Corporation may buy back shares at par value upon death/incapacitation.
- Drag-Along/Tag-Along: Majority can force minority to sell; minority can join a majority sale on equal terms.

(8) FINANCING ARRANGEMENTS

- Funding may be secured via debt, loans, or sale of authorized shares. Pre-emptive rights apply to prevent unfair dilution.

(9) PARTIES

- Corporate Entity: PAN Media Corp. (In-game: PAN-Media)
- Initial Shareholder: Panipal_M_B_123

(10) BOARD OF DIRECTORS

- Board meetings occur as needed. Chairman (Panipal_M_B_123) holds the tie-breaking vote.

(11) RESERVED MATTERS

- 100% Unanimous approval required for: Legal name changes, voluntary dissolution, or changing share par value.

(12) DISSOLUTION

- Winding up follows Legal Entity Act procedures: Pay creditors first, then distribute remaining assets to shareholders.

(13) SHAREHOLDER INFORMATION

- Financial summaries provided upon request. Meetings called by shareholders with >10% stake given 48 hours notice.

(14) COMPANY PURPOSE AND NATURE

- Purpose: Premier marketing agency and holding company.
- Nature: Commercial advertising, CSA auditing, and holding a portfolio of securities and real estate.

Name: Panipal_M_B_123

Date: 01.03.2026 (EU)

Signature: 