Palantir

CERTIFICATE OF INCORPORATION

Palantir Technologies

Article 1 - Name of the Corporation

The name of the Corporation shall be *Palantir Technologies*.

The in-game company name shall be *Palantir*.

Article 2 - Incorporator

ToadKing, acting on behalf of Toad Holdings LLC

Article 3 - Nature of Business

The purpose of Palantir Technologies is to engage in any lawful act or activity for which corporations may be organised under the Laws of the Commonwealth of Redmont, including but not limited to:

- Development and provision of data analytics services
- Real-time database management and intelligence services
- Any other lawful business activity

Article 4 - Authorised Shares

4.1 Class A Common Stock

- **Authorised Shares:** 20,000 shares
- **Par Value:** $1.00 per share
- **Voting Rights:** Each Class A share shall have one (1) vote on all matters submitted to shareholders
- **Powers and Preferences:**
    - Full voting rights on all corporate matters

- Right to elect and remove directors
- Right to approve amendments to Certificate of Incorporation
- Pro-rata dividend rights when declared by the Board

4.2 Class B Common Stock

- **Authorised Shares:** 20,000 shares
- **Par Value:** $1.00 per share
- **Voting Rights:** Class B shares shall have no voting rights
- **Powers and Preferences:**
  - No voting rights except as required by law
  - Pro-rata dividend rights when declared by the Board

Article 5 - Initial Directors

The initial director of the Corporation shall be:

- ToadKing

Article 6 - Board of Directors

6.1 Composition

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

6.2 Election and Removal

Directors shall be elected by majority vote of the Class A shareholders. Any director may be removed, with or without cause, by majority vote of the Class A shareholders.

6.3 Number of Directors

The number of directors shall be determined from time to time by resolution of the Board, but shall not be fewer than one (1) director.

6.4 Meetings

The Board shall conduct meetings at least quarterly unless more frequent meetings are deemed necessary. A quorum for Board meetings shall require the

presence of at least two (2) directors, or if only one director exists, that director shall constitute a quorum.

Article 7 - Share Transfer Restrictions

7.1 Right of First Refusal

No shareholder shall transfer, sell, assign, pledge, or otherwise dispose of any shares without first offering such shares to the Corporation under the following terms:

(a) The selling shareholder must provide written notice to the Corporation of the proposed transfer, including the number of shares, proposed price, and identity of the proposed transferee.

(b) The Corporation shall have thirty (30) days from receipt of notice to exercise its right to purchase the shares at the offered price.

(c) If the Corporation declines or fails to respond within thirty (30) days, the selling shareholder may proceed with the transfer to the proposed transferee, subject to other restrictions in this Certificate and applicable Shareholder Agreement.

7.2 Board Approval

Any share transfer that proceeds after the Corporation declines its right of first refusal shall require approval by majority vote of the Board of Directors.

Article 8 - Pre-emptive Rights

8.1 Existing Shareholders' Rights

Whenever the Corporation proposes to issue new shares of any class, existing shareholders shall have pre-emptive rights to purchase such shares in proportion to their existing ownership percentage, calculated separately for each class of shares.

8.2 Notice and Exercise Period

(a) The Corporation shall provide written notice to all shareholders of the proposed issuance, including the number of shares, class, price, and terms.

(b) Shareholders shall have fifteen (15) days from the date of notice to exercise their pre-emptive rights.

(c) Any shares not subscribed for by existing shareholders may be issued to third parties on terms no more favourable than those offered to existing shareholders.

8.3 Exceptions

Pre-emptive rights shall not apply to:

- Shares issued to directors, officers, or employees as compensation, up to 10% of total authorised shares
- Shares issued in connection with a merger or acquisition approved by shareholders

Article 9 - Reserved Matters

The following matters shall require unanimous approval of all shareholders holding Class A shares:

(a) Amendment of this Certificate of Incorporation or any Shareholder Agreement;

(b) Issuance of new classes of shares beyond Class A and Class B as defined herein;

(c) Sale, lease, or disposal of all or substantially all of the Corporation's assets (defined as assets exceeding 50% of total asset value);

(d) Merger, consolidation, or dissolution of the Corporation;

(e) Incurrence of debt exceeding $500,000 in any single transaction or series of related transactions;

(f) Related party transactions exceeding $100,000 with any director, officer, or shareholder.

Article 10 - Intellectual Property Protection

10.1 Access Rights

Only a shareholder or group of shareholders holding a majority of Class A shares shall have the right to access, view, inspect, or receive disclosure of the Corporation's intellectual property, including but not limited to:

- Trade secrets and confidential business information

- Proprietary business models and methodologies
- Product specifications and development roadmaps
- Customer lists and confidential data

10.2 Third-Party Disclosure

Any sharing, licensing, or disclosure of intellectual property to third parties must be approved by shareholders holding a majority of Class A shares, or by Board resolution if authorised by such shareholders.

10.3 Enforcement

Any violation of the intellectual property access restrictions set forth in this Article shall constitute a material breach and may result in:

- Immediate legal action for injunctive relief
- Damages as determined by a court of competent jurisdiction
- Termination or suspension of shareholder information rights
- Forced sale of shares at par value

Article 11 - Director and Officer Liability

11.1 Limitation of Liability

To the fullest extent permitted by the Legal Entity Act, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer.

11.2 Exceptions

The limitation of liability set forth above shall not apply to:

- Breaches of the duty of loyalty
- Acts or omissions not in good faith or involving intentional misconduct
- Knowing violations of law
- Transactions from which the director or officer derived improper personal benefit

Palantir

Article 12 - Indemnification

The Corporation shall indemnify its directors and officers to the fullest extent permitted by law against all expenses, liabilities, and losses incurred in connection with their service to the Corporation, provided they acted in good faith and in the best interests of the Corporation.

Article 13 - Inactivity Requirements

13.1 Shareholder Activity

Any shareholder who fails to maintain at least six (6) hours of in-game activity in any sixty (60) day period shall be deemed inactive.

13.2 Consequences of Inactivity

(a) Inactive shareholders shall receive written notice via in-game mail or forum direct message.

(b) If the shareholder fails to cure inactivity within seventy-two (72) hours of notice, the Corporation may repurchase the shareholder's shares at par value ($1.00 per share).

(c) Repurchased shares shall become treasury shares owned by the Corporation.

Article 14 - Dividends and Distributions

The Board of Directors may declare and pay dividends or make other distributions to shareholders from time to time in its discretion, subject to applicable law and the rights of each share class.

Article 15 - Duration

The Corporation shall have perpetual existence unless dissolved in accordance with the Legal Entity Act and this Certificate of Incorporation.

Palantir

Article 16 – Amendments

This Certificate of Incorporation may only be amended in accordance with the Legal Entity Act and Article 9 (Reserved Matters) of this Certificate.

Article 17 – Bylaws

The Board of Directors shall have the power to adopt, amend, or repeal Bylaws of the Corporation by majority vote, provided such Bylaws do not conflict with this Certificate of Incorporation or applicable law.

Date: 22 November 2025

ToadKing On behalf of Toad Holdings LLC