

SHAREHOLDER AGREEMENT

This Shareholder Agreement ("Agreement") is entered into as of 2/16/2025 by and between the undersigned shareholders ("Shareholders") of Redmontian Holdings ("Company"), a limited liability company organized under the laws of Redmont.

1. Purpose & Structure

The Shareholders agree to the following terms governing the ownership, management, and operation of the Company. Initially, ownership is split **50/50**, with provisions allowing for future investors.

2. Capital Contributions & Ownership

- **Fluffywaafelz** – 50%
- **Bigpappa140** – 50%
- Future investors may be admitted with existing Shareholders' approval, with ownership percentages adjusted accordingly.

3. Management & Decision-Making

- The Shareholders jointly manage the Company with equal decision-making authority unless otherwise agreed.
- Major decisions, such as acquisitions or capital expenditures above \$100,000, require unanimous approval.

4. Transfer & Sale of Shares

- Shareholders cannot sell or transfer shares without offering the other Shareholder(s) the right of first refusal.
- Exiting Shareholders must offer their shares at fair market value to remaining Shareholder(s).
- If a new investor enters, the Shareholders will execute an updated agreement reflecting new ownership percentages.

5. Distributions & Financial Matters

- Profits and losses will be distributed based on ownership percentages unless agreed otherwise in writing.
- The Company will maintain accurate financial records, accessible to any Shareholder upon request.

6. Dissolution & Exit Strategy

- The Company may be dissolved by mutual agreement or as required by law.
- Upon dissolution, assets will be liquidated, and proceeds distributed after settling liabilities.

7. Miscellaneous

- **Governing Law:** This Agreement is governed by the laws of Redmont.
- **Amendments:** Any modifications must be in writing and signed by majority Shareholders.
- **Dispute Resolution:** Disputes will be handled first through mediation, then binding arbitration if unresolved.