Shareholders' Agreement and Register — Alta Group Corporation

1. Purpose

- To formalize rights, obligations, and protections of Class A and Class B shareholders and to identify ownership.

2. Class A Shares and Rights

- Exclusive voting on reserved matters:
    - Share issuance
    - Amendments to certificate or bylaws
    - Mergers, acquisitions, dissolutions
    - Appointment/removal of directors
- Permanent ownership of Class A shares.
- At the time of incorporation, Class A shares are owned by the following:
    - 12700K (CEO) - 100%

3. Class B Shares and Rights

- No voting rights
- Economic rights only: Class B shareholders are entitled to dividends and liquidation proceeds **only from Alta Group Corporation itself, its divisions, and its subsidiaries.**
- Information rights: monthly financial reports
- No interference in governance or management

- **Nominee Ownership by Exchange.**
  (a) In accordance with § 8(12)(j)(i)(1) of the Legal Entities Act, where shares are owned through a public securities exchange called the National Exchange of Redmont (known for the purposes of this document as “the Exchange”, a/k/a “NER”), the Exchange shall be recorded in the Corporation’s Share Register as the owner of record of all Class B Shares.
  (b) The Exchange shall be deemed to hold such Class B Shares solely in a nominee or custodial capacity for the benefit of the purchasers and holders of such shares through the Exchange (the “Beneficial Owners”).
  (c) The Exchange shall have no independent voting, economic, or governance rights in the Corporation by virtue of being listed in the Share Register.

- **Proof of Beneficial Ownership.**
  (a) Beneficial Owners shall acquire economic rights in Class B Shares upon purchase through the Exchange.
  (b) The Exchange shall provide the Corporation with a record of beneficial ownership sufficient to allocate and deliver all economic rights, including dividends, distributions, and liquidation proceeds.
  (c) Presentation of beneficial ownership by the Exchange to the Corporation shall be conclusive proof of ownership for purposes of exercising economic rights.

- **Beneficial Ownership Rights Preserved.**
  (a) All Beneficial Owners of Class B Shares shall be entitled to the economic rights of ownership described herein, notwithstanding that the Exchange is the sole shareholder of record.
  (b) The Corporation shall look exclusively to the Exchange for purposes of administering the Share Register, while relying on the Exchange’s certifications to identify Beneficial Owners entitled to economic rights.

- At the time of incorporation, Class B shares are owned by the following:
  - The Exchange (Publically Listed) - 100%

4. Transfers and Buyback

- Class A: Non-transferable unless explicitly authorized

- Class B: Can be bought back by corporation under inactivity or other board-approved circumstances

5. Dispute Resolution

- Mediation in Commonwealth of Redmont
- Final recourse: Redmont courts

6. Confidentiality

- Directors, officers, and shareholders must maintain confidentiality of trade secrets and sensitive corporate information