

volt

Shareholder Agreement

Date: 01/10/2024

FIRST: The name of the Corporation is **Volt Group AG**.

SECOND: The registered office of the Corporation in the Commonwealth of Redmont is located at **Plot S052**. The name of its registered agent is **SmokedChief [DonTrillions]**, who serves as the Registered Agent of the Corporation.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the **Business Restructuring Act of the Commonwealth of Redmont**.

FOURTH: The total number of shares of all classes of stock that the Corporation is authorized to issue is **40,000**, of which **20,000 shares will be Class A Common Stock** and **20,000 shares will be Class B Common Stock**.

- Each share of **Class A Common Stock** will have a par value of \$1.
- Each share of **Class B Common Stock** will have a par value of \$1.
- The Class A Common Stock and the Class B Common Stock will sometimes hereinafter be referred to collectively as the "Common Stock."

1. Class A Common Stock and Class B Common Stock:

The powers, preferences, and rights of the Class A Common Stock and Class B Common Stock, and the qualifications, limitations, and restrictions thereof, are fixed as follows:

A. Issuance; Payment and Accessibility:

The shares of Class A Common Stock and Class B Common Stock may be issued by the Corporation from time to time for such consideration, having a value not less than par value, as may be fixed from time to time by the Board of Directors. Any shares so issued will be fully paid stock, not liable to further assessment, and the holders of said shares will not be liable for any further payments in respect of such shares.

B. Dividends; Distributions; Stock Splits:

- Holders of **Class A Common Stock** will be entitled to such dividends or other distributions per share as may be declared by the Board of Directors.
- Holders of **Class B Common Stock** will be entitled to dividends or distributions equal to **5/200th** of the amount per share declared for Class A Common Stock, except in the case of stock splits or stock dividends where Class A holders receive shares of Class A Common Stock and Class B holders receive shares of Class B Common Stock.

C. Voting:

- Each holder of **Class A Common Stock** will be entitled to **one (1) vote per share**.
- Each holder of **Class B Common Stock** will be entitled to **5/200th of a vote per share**.

- The Class A and Class B shares will vote together as a single class on all matters submitted to a vote of shareholders unless otherwise required by the Business Restructuring Act.

D. Mergers, Consolidations, Reclassifications, and Certain Other Transactions:

Any merger, consolidation, reclassification, or recapitalization of the Corporation, or any transaction that increases the proportionate number of shares or voting power of any class of equity securities compared to Class B Common Stock, requires a majority vote of Common Stock as per Section 1(C), except as provided below:

- **Section 1.D.(1)** does not apply if: i. No consideration is received by Class A holders and no changes are made to Class A or Class B Common Stock.
ii. Class A and Class B holders receive an equal number of shares per share of their respective stock.
iii. Class B holders receive at least 1/30th of the cash, stock, or equivalent consideration received by Class A holders.