

Shareholders Agreement Instruction Sheet

Acknowledgment

In placing this order I acknowledge that:

1. It is my responsibility to ensure that the order form is complete and correct.
2. The documents I will receive are in a standard form prepared by solicitors for DocsCentre.
3. If new documents have to be prepared as a result of errors, omissions, or if further work is required to attend to errors or omissions in respect of the documents provided, a further fee will be payable. Furthermore, DocsCentre reserves the right to reject the order.
4. The documentation will be prepared based on the instructions contained in this order form.
5. Neither InterPrac nor DocsCentre is giving legal advice to the parties in relation to the suitability of the documents. In particular, InterPrac is not licensed to provide financial product (FP) advice under the Corporations Act 2001 (Cth) and I may consider taking advice from the holder of an Australian Financial Services Licence before making a decision on an FP. Furthermore, neither, InterPrac nor DocsCentre is giving legal advice in arranging for the supply of these documents and if either I or my client requires legal advice in relation to this matter that will be arranged separately.

Person ordering shareholders agreement

Person ordering: _____

Firm: _____

Delivery address (everything including tax invoices will be sent to this address): _____

Postcode: _____

Phone: _____ Fax: _____

Email: _____

Please complete all details in legible handwriting and provide full legal names. Alternatively, you may send us a copy of the last annual return (if it is up-to-date) or a current company search along with this page and provide the specific matters to be included in the agreement).

Payment details

Please provide credit card details for payment of **\$275** (inc. GST).

Mastercard Visa

Name on Card: _____

Credit Card No: _____

Expiry Date: ____ / ____ Signature _____



Email to info@docscentre.com.au or fax to 1300 361 816



Post to InterPrac, PO Box 274, Collins Street West, VIC 8007



If you have any other queries, please call 03 9209 9777 or free call 1800 700 666

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PLEASE COMPLETE ALL DETAILS IN LEGIBLE HANDWRITING AND PROVIDE FULL LEGAL NAMES

Company Name: _____ ACN: _____

Governing State: _____

Registered Office Address: _____

Postcode: _____

Officeholders

1. _____ Dir Sec 2. _____ Dir Sec

3. _____ Dir Sec 4. _____ Dir Sec

Shareholders Information *If there is not enough space, please add further pages as appropriate.

(1) Full Legal Name: _____

ACN (if company): _____

ATF (if applicable): _____

Street Address: _____ Postcode: _____

Number of Shares: _____ Share Class: _____

(2) Full Legal Name: _____

ACN (if company): _____

ATF (if applicable): _____

Street Address: _____ Postcode: _____

Number of Shares: _____ Share Class: _____

(3) Full Legal Name: _____

ACN (if company): _____

ATF (if applicable): _____

Street Address: _____ Postcode: _____

Number of Shares: _____ Share Class: _____

(4) Full Legal Name: _____

ACN (if company): _____

ATF (if applicable): _____

Street Address: _____ Postcode: _____

Number of Shares: _____ Share Class: _____

(5) Full Legal Name: _____

ACN (if company): _____

ATF (if applicable): _____

Street Address: _____ Postcode: _____

Number of Shares: _____ Share Class: _____

Terms of Agreement

*There are a range of matters that can be covered by a shareholders agreement; use this form to provide the terms this agreement will provide.
The Agreement will only include the matters specifically instructed to be included.*

**If there is not enough space, please add further pages as appropriate.*

- 1) _____

- 2) _____

- 3) _____

- 4) _____

- 5) _____

- 6) _____

SPECIAL INSTRUCTIONS (IF ANY):

NOTES ON SHAREHOLDERS AGREEMENT

This section must be read in conjunction with the above order form

DocsCentre Shareholders Agreement is a contract between the shareholders of a company (and typically the company as well) containing agreed terms as to how the company is to be managed. A shareholders agreement can cover any matter that the shareholders wish to agree on regarding the business or management of the company, including the funding, structure, management or conduct of the business carried on by the company, as well as the rights and obligations of the shareholders. For example, a shareholders agreement could cover one or more of the following issues:

- The right to appoint directors (and salaries for working directors, if any);
- The meetings of the board of directors;
- Voting rights of shareholders and directors;
- Types of decisions requiring majority (50%), special (75%), unanimous (100%) or other approval;
- Who can be a shareholder;
- The meetings of the shareholders;
- Minority shareholder protection;
- Dividends and funding arrangements;
- Special rules for the issue, transfer or disposal of shares, or rights or options in relation to shares;
- Shareholder exit strategies;
- The consequences of a shareholder defaulting, and 'bad leaver' arrangements; and/or
- The management, structure or business plan of the company.

The above is not an exhaustive list and it should be remembered that there are a range of matters that can potentially be covered by a shareholders agreement (and DocsCentre Shareholder Agreement will only include the matters specifically instructed to be included).

Please note: If the company has a constitution, you should check whether the constitution already covers the matters that the shareholders are wanting to agree on. If there is any inconsistency between the constitution and the shareholders agreement, the provisions of the shareholders agreement will prevail to the extent of the inconsistency. If necessary, the parties are also required to amend the company's constitution to resolve any such inconsistencies. Each shareholder also agrees to exercise all voting rights to give full effect to the agreement.

This form is only to be used for simple and non-complex changes. You should not use this agreement for changes requiring comprehensive clauses such as pre-emptive rights, drag-along rights, tag-along rights and complex restraint clauses. If you use DocsCentre Shareholders Agreement to make such complex changes, there is a risk that there could be gaps in the agreement and that the provisions you have drafted may not cover all the consequences relating to the agreed matter.

We will only include the wording that we are specifically instructed the shareholders have agreed to include. Therefore, for comprehensive changes, we strongly advise that you consult with an expert lawyer to draft a specific shareholders agreement suitable for your purposes.

If there are any prior agreements in place, DocsCentre Shareholders Agreement will supersede all prior such agreements unless it is specified in the Special Instructions on this form that such agreements are to remain in force; otherwise, such prior agreements will be deemed to be terminated.