

Sample Shareholder Agreement Clauses for Voting Rights

1. Voting Rights

Each Shareholder shall be entitled to one vote for each ordinary share registered in their name on the register of members. Voting rights vested in preferred shares shall be as set forth in the Articles of Association or as otherwise agreed in writing.

2. Quorum

No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Unless otherwise agreed, the quorum shall be Shareholders holding at least 51% of the issued shares entitled to vote.

3. Majority and Special Resolutions

- Ordinary resolutions shall be passed by a simple majority of votes cast by Shareholders present and entitled to vote at the meeting.
- Special resolutions shall require approval by not less than 75% of the votes cast by Shareholders entitled to vote.

4. Proxy Voting

A Shareholder may appoint another person as their proxy to attend, speak, and vote on their behalf at any general meeting according to procedures prescribed in the Articles of Association.

5. Reserved Matters

Certain matters, as listed in Schedule A, shall require the unanimous approval of all Shareholders holding voting rights, notwithstanding any other provision of this Agreement.

6. Deadlock Resolution

In the event of a voting deadlock on a material issue, the Shareholders agree to enter into good faith negotiations for a period of 30 days to resolve the deadlock. If unresolved, the matter shall be referred to mediation or as otherwise agreed.