

# Key Elements Of Shareholders Agreements

## Continuing Professional Development

### Instructor:

Antigoni Fakonti

### Aim:

To provide an understanding of what shareholders' agreements are ("SHA"), their use and application.

### Objectives:

To provide the participants with an understanding of:

- When and why is a SHA needed? Advantages and disadvantages;
- Areas/topics/matters to be covered/included;
- Impact to the company's constitutional documents (Articles of Association);
- Impact to the company's operations/running;
- When should a SHA be disclosed and to whom.

### Who should attend the seminar?

- Lawyers
- Accountants
- Corporate service providers/ADMINISTRATORS
- Bankers
- Tax officers
- Professional advisors

7 November 2023  
10:00-14:30 (4 CPD Units)

**Registrations:**  
Fee: €140  
Click [here](#) to register

**SEMINAR PROGRAMME**

		<b>Key Elements Of Shareholders Agreements</b>
<b>Time</b>	<b>Duration</b>	<b>Description</b>
10:00 – 10:30	0:30	<b>Introduction:</b> <ul style="list-style-type: none"> <li>• What is a SHA</li> <li>• When is it needed</li> <li>• Why (advantages/disadvantages)</li> <li>• Parties and why (company to be a party?)</li> <li>• Use</li> <li>• Application</li> </ul>
10:30 – 11:30	1:00	<b>Content (areas/topics/matters to be covered/included in a SHA)</b> <ul style="list-style-type: none"> <li>• Preamble (explaining the background and intentions)</li> <li>• Share capital (including classes, rights, nominal value)</li> <li>• Transfer of shares/permitted transfers/restrictions on alienation of shares</li> <li>• Lock-in</li> <li>• Pre-emption/first refusal/drag along/tag along</li> <li>• The business</li> <li>• Directors and management</li> <li>• Reserved matters</li> <li>• Continuing obligations</li> <li>• Distribution policy</li> <li>• Restrictive covenants</li> <li>• Intellectual property/other assets</li> <li>• Term and termination</li> <li>• Representations and warranties</li> <li>• Confidentiality and announcements</li> <li>• Compliance</li> <li>• Tax matters</li> <li>• Restructuring</li> </ul>
11:30 – 11:45	0:15	<b>C O F F E E B R E A K</b>
11:45 – 13:15	1:30	<b>(Continued) Content (areas/topics/matters to be covered/included in a SHA)</b> <ul style="list-style-type: none"> <li>• Preamble (explaining the background and intentions)</li> <li>• Share capital (including classes, rights, nominal value)</li> <li>• Transfer of shares/permitted transfers/restrictions on alienation of shares</li> <li>• Lock-in</li> <li>• Pre-emption/first refusal/drag along/tag along</li> <li>• The business</li> <li>• Directors and management</li> <li>• Reserved matters</li> <li>• Continuing obligations</li> <li>• Distribution policy</li> <li>• Restrictive covenants</li> <li>• Intellectual property/other assets</li> <li>• Term and termination</li> <li>• Representations and warranties</li> <li>• Confidentiality and announcements</li> <li>• Compliance</li> <li>• Tax matters</li> <li>• Restructuring</li> </ul>
13:15 – 13:30	0:15	<b>C O F F E E B R E A K</b>
13:30 – 14:30	1:00	<ul style="list-style-type: none"> <li>• Impact to the company’s constitutional documents (Articles of Association) – conflicts/which one prevails? What about “innocent third parties not being aware of the SHA”</li> <li>• Impact to the company’s operations/running</li> <li>• When should a SHA be disclosed and to whom</li> </ul>
<b>TOTAL NET DURATION</b>	<b>4:00</b>	<b>END OF SEMINAR</b>