

# Equity Joint Venture Agreement Outline

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## 1. Definitions and Interpretation

- Definitions of key terms
- Interpretation guidelines

## 2. Background and Purpose

- Recitals
- Business objectives

## 3. Formation of the Joint Venture

- Structure of the joint venture
- Name and registered office
- Business activities

## 4. Capital Contributions

- Initial contributions (cash, assets, IP, etc.)
- Further funding requirements

## 5. Shareholding and Ownership Structure

- Percentage of equity interests
- Issuance of new shares

## 6. Management and Governance

- Board of directors composition
- Voting rights
- Reserved matters
- Meetings of the Board and Shareholders

## 7. Business Plan and Operations

- Business plan approval
- Operational management

## 8. Accounts, Audit, and Finance

- Accounting standards
- Appointment of auditors
- Bank accounts

## **9. Profit Distribution**

- Dividend policy
- Profit reserve

## **10. Non-Compete and Confidentiality**

- Non-compete obligations
- Confidentiality clauses

## **11. Transfer of Shares/Interests**

- Restrictions on transfer
- Right of first refusal
- Tag-along, drag-along rights

## **12. Deadlock Resolution**

- Mechanisms and procedures

## **13. Term and Termination**

- Term of the agreement
- Events of default
- Consequences of termination

## **14. Governing Law and Dispute Resolution**

- Applicable law
- Dispute settlement (arbitration/mediation)

## **15. Miscellaneous Provisions**

- Notices
- Entire agreement
- Amendments
- Severability

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### **Signatures**

- Party A: \_\_\_\_\_ Date: \_\_\_\_\_
- Party B: \_\_\_\_\_ Date: \_\_\_\_\_