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11 **UNITED STATES DISTRICT COURT**
12 **NORTHERN DISTRICT OF CALIFORNIA**
13 **SAN JOSE DIVISION**
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15 SECURITIES AND EXCHANGE COMMISSION,
16 Plaintiff,
17 vs.
18 YOUPLUS, INC. and SHAUKAT SHAMIM,
19 Defendants.
20

Case No. 5:20-cv-04855-BLF

**CONSENT OF DEFENDANT
SHAUKAT SHAMIM TO FINAL
JUDGMENT**

1 1. Defendant Shaukat Shamim (“Defendant”) acknowledges having been served
2 with the Complaint in this action, enters a general appearance, and admits the Court’s
3 jurisdiction over Defendant and over the subject matter of this action.

4 2. Defendant has pleaded guilty to criminal conduct relating to certain matters
5 alleged in the Complaint in this action. Specifically, in *United States v. Shaukat Shamim*, Case
6 No. 3:22-cr-00227-JD (N.D. Cal.), Defendant pleaded guilty to violations of Section 10(b) of
7 the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b)] and to Rule 10b-5
8 promulgated thereunder [17 C.F.R. § 240.10b-5]. This Consent shall remain in full force and
9 effect regardless of the existence or outcome of any further proceedings in *United States v.*
10 *Shaukat Shamim*, Case No. 3:22-cr-00227-JD (N.D. Cal.).

11 3. Defendant hereby consents to the entry of the final Judgment in the form
12 attached hereto (the “Final Judgment”) and incorporated by reference herein, which, among
13 other things:

- 14 a. permanently restrains and enjoins Defendant from violation of Section 17(a)
15 of the Securities Act of 1933 (“Securities Act”) [17 U.S.C. § 77q(a)] and
16 Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5
17 promulgated thereunder [17 C.F.R. § 240.10b-5] by, directly or indirectly, (i)
18 creating a false appearance or otherwise deceiving any person, or (ii)
19 disseminating false or misleading documents, materials, or information or
20 making, either orally or in writing, any false or misleading statement in any
21 communication with any investor or prospective investor, about: (A) any
22 investment in or offering of securities, (B) the prospects for success of any
23 product or company, (C) the use of investor funds, or (D) the
24 misappropriation of investor funds or investment proceeds;
- 25 b. prohibits Defendant, pursuant to Section 21(d)(2) of the Exchange Act [15
26 U.S.C. § 78u(d)(2)] and Section 20(e) of the Securities Act [15 U.S.C.
27 § 77t(e)], from acting as an officer or director of any issuer that has a class of
28 securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C.

1 § 78l] or that is required to file reports pursuant to Section 15(d) of the
2 Exchange Act [15 U.S.C. § 78o(d)]; and

3 c. orders Defendant liable for disgorgement in the amount of \$847,401.46,
4 representing his ill-gotten gains as a result of the conduct alleged in the
5 Complaint, and prejudgment interest thereon of \$23,330.22, for a total of
6 \$870,731.68, which shall be deemed satisfied by the order of restitution
7 entered against him in *United States v. Shaukat Shamim*, Case No. 3:22-cr-
8 00227-JD (N.D. Cal.) (Dkt. No. 144).

9 4. Defendant waives the entry of findings of fact and conclusions of law pursuant
10 to Rule 52 of the Federal Rules of Civil Procedure.

11 5. Defendant waives the right, if any, to a jury trial and to appeal from the entry of
12 the Final Judgment.

13 6. Defendant enters into this Consent voluntarily and represents that no threats,
14 offers, promises, or inducements of any kind have been made by the Commission or any
15 member, officer, employee, agent, or representative of the Commission to induce Defendant to
16 enter into this Consent.

17 7. Defendant agrees that this Consent shall be incorporated into the Final Judgment
18 with the same force and effect as if fully set forth therein.

19 8. Defendant will not oppose the enforcement of the Final Judgment on the ground,
20 if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and
21 hereby waives any objection based thereon.

22 9. Defendant waives service of the Final Judgment and agrees that entry of the
23 Final Judgment by the Court and filing with the Clerk of the Court will constitute notice to
24 Defendant of its terms and conditions. Defendant further agrees to provide counsel for the
25 Commission, within thirty days after the Final Judgment is filed with the Clerk of the Court,
26 with an affidavit or declaration stating that Defendant has received and read a copy of the Final
27 Judgment.

10. Consistent with 17 C.F.R. § 202.5(f), this Consent resolves only the claims asserted against Defendant in this civil proceeding. Defendant acknowledges that no promise or representation has been made by the Commission or any member, officer, employee, agent, or representative of the Commission with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. Defendant waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Defendant further acknowledges that the Court's entry of a permanent injunction may have collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding. In addition, in any disciplinary proceeding before the Commission based on the entry of the injunction in this action, Defendant understands that he shall not be permitted to contest the factual allegations of the complaint in this action.

11. Defendant hereby waives any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her official capacity, directly or indirectly, reimbursement of attorney's fees or other fees, expenses, or costs expended by Defendant to defend against this action. For these purposes, Defendant agrees that Defendant is not the prevailing party in this action since the parties have reached a good faith settlement.

12. Defendant agrees that the Commission may present the Final Judgment to the Court for signature and entry without further notice.

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1 13. Defendant agrees that this Court shall retain jurisdiction over this matter for the
2 purpose of enforcing the terms of the Final Judgment.

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4 Dated: 06/23/26
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