

DRAFT FOR DISCUSSION PURPOSES ONLY

DISCLOSURE LETTER

Name Purchaser

Address

[__Date__]

Dear Sirs,

Sale purchase agreement between [_____] and [_____].

We refer to the Agreement regarding the acquisition of [_____] (the "Agreement") to be entered into today between us for the sale and purchase of the shares in the Company.

This Disclosure Letter is the letter referred to in the Agreement. Terms used but not defined in this Disclosure Letter, shall have the meaning as described/ defined in the Agreement.

The contents of this Disclosure Letter and the attached appendix constitute formal disclosure(s) to you of the facts and circumstances, which are or may be inconsistent or non compliant with the Warranties. Such facts and circumstances will (be deemed to) qualify the Warranties accordingly to the extent that such disclosures are fair.

The disclosure of any matter or document shall not imply any representation, warranty or undertaking not expressly given in the Agreement nor shall such disclosure be taken as extending the scope of any of the Warranties.

References made in this letter to headings and numbered paragraphs shall be to those headings and numbered paragraphs in schedule [___] to the Agreement, unless specified otherwise.

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Please acknowledge receipt of this Disclosure Letter by signing, dating and returning the enclosed copy of this letter.

Yours faithfully

[_____]

[_____] for and on behalf of

We acknowledge receipt of the Disclosure Letter of which this is a duplicate, its Appendix and the Disclosure Bundle.

Signed[_____]

Date: [_____]

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APPENDIX

PART A

GENERAL DISCLOSURES

By way of general disclosure, all information provided in writing to Buyer and its advisors are disclosed or deemed to be disclosed

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**APPENDIX
PART B**

**SPECIFIC DISCLOSURES AGAINST THE WARRANTIES CONTAINED IN
SCHEDULE [__]**

Warranty and Disclosures

1.2 [_____]