

[Name[s] and Address[es] of Investor[s]]

Dated: [Date]

[Name] Limited (the Company)

We refer to the letter between (the **Shareholders** and the **Investment Agreement**).

General

- 1. Words and Clauses
- 2. This letter (the **Disclosure Letter**)
- 3. The information disclosed, facts, matters and circumstances
- 4. The disclosure
 - (a)
 - (b)
- 5. A disclosure in relation to
- 6. If there is any disclosure

General disclosure

- 7. This letter is available in, or which is disclosed:
 - (a)
 - (b)
 - (c)
 - (d)



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- (i) a search of any document, register or record available to the public and maintained by, or which is available on enquiry of, HM Land Registry, the land charges department at HM Land Registry and any public or local authority; and
- (ii) an inspection and survey;

- (e) an inspection (whether or not made) of the statutory registers and minute books of [the Company] [each Group Company];
- (f) a search (whether or not made) of the records available to the public concerning [the Company] [each Group Company] at Companies House in England and Wales as at the date which is one Business Day prior to the date of the Agreement;
- (g) a telephone search (whether or not made) of the Central Registry of Winding-up Petitions in relation to [the Company] [each Group Company] as at the date which is

(h) in relation to [the Company] [each Group Company] as at the date which is one Business Day prior to the date of the Agreement;

(i) [the Company] [each Group Company] and their respective directors, officers, employees, agents, advisors and consultants, and their respective legal representatives, to conduct such investigations, inquiries and all other such matters as may be required in connection with the Agreement or the performance of the obligations under the Agreement.

Specific disclosure

8. Without prejudice to the generality of the foregoing, the Investor hereby warrants, represents and covenants that, to the best of its knowledge, information and belief, the following facts, which are true and correct, are not by way of limitation, in breach of any provision of the Agreement [Number]

| | |
|------------------------|-----------------------|
| <u>Warranty No.</u> | <u>Warranty</u> |
| <i>[Paragraph no.]</i> | <i>[Warranty no.]</i> |
| | |

9. This letter is governed by the law of England and Wales and shall be construed in accordance with English law.

10. Please sign and return this letter to the Investor by signing in the space provided below.

Yours faithfully

For and on behalf of
 [Name of Warra



Accepted:

For and on behalf of
 [Name of Investor – repeat signature block for each Investor]

Dated:



Schedule – Index of Disclosure Documents

- 1 [Document name]
- 2 [Document name]

