

[Law Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

RE: LEGAL OPINION - EXEMPTION FROM FOREIGN DIRECT INVESTMENT (FDI) FILING REQUIREMENTS

Dear [Name of Contact],

We have acted as legal counsel to [Company Name], a [Jurisdiction] corporation (the "Company"), in connection with the proposed investment by [Investor Name] (the "Investor") as detailed in the [Transaction Document Name] dated [Date] (the "Transaction").

1. PURPOSE

The purpose of this letter is to provide a legal opinion as to whether the Transaction is subject to mandatory filing or notification requirements under the [Specific Act/Regulation, e.g., CFIUS/Foreign Investment Reform Act] of [Jurisdiction].

2. DOCUMENTS REVIEWED

In rendering this opinion, we have reviewed the following documents:

- The [Stock Purchase Agreement/Investment Agreement];
- The Articles of Incorporation and Bylaws of the Company;
- Capitalization tables of the Company;
- Investor's declaration of ownership and control structure;
- [Other relevant documents].

3. ANALYSIS

Based on our review of the aforementioned documents and the current regulatory framework, we note the following:

- **Nature of Business:** The Company does not operate in "Critical Technology," "Critical Infrastructure," or "Sensitive Personal Data" sectors as defined by [Regulatory Body].
- **Investor Status:** The Investor qualifies as an [Exempt Entity/Excepted Investor] due to its primary place of business in [Exempt Jurisdiction] and lack of foreign government control.
- **Governance Rights:** The Transaction does not grant the Investor "Control" or "Material Non-Public Technical Information" access as defined under the applicable statutes.

- **Thresholds:** The total investment value and equity percentage fall below the mandatory notification thresholds of [Currency/Amount].

4. OPINION

Based upon the foregoing and subject to the qualifications set forth herein, it is our opinion that the Transaction is exempt from mandatory FDI filing requirements under [Name of Law/Regulation]. No prior approval or notification to [Name of Regulatory Body] is required for the lawful completion of the Transaction.

5. LIMITATIONS

This opinion is limited to the laws of [Jurisdiction] as of the date hereof. We assume no obligation to update this opinion for changes in law or fact occurring after this date.

Sincerely,

[Signature]
[Partner Name]
[Law Firm Name]