

[Date]

[Recipient Name]

[Recipient Title]

[Recipient Company Name]

[Address]

RE: Exclusivity and No-Shop Provision - Project [Project Name/Company Name]

Dear [Recipient Name],

This letter (the "Agreement") confirms the understanding between [Your Company Name] ("Investor/Buyer") and [Target Company Name] ("Company") regarding an exclusive negotiation period concerning a potential transaction (the "Transaction").

1. Exclusivity Period

In consideration of the time and resources the Investor/Buyer will expend in conducting due diligence, the Company agrees that for a period of [Number, e.g., 45] days from the date of this letter (the "Exclusivity Period"), the Company and its representatives shall not, directly or indirectly:

- Solicit, initiate, or encourage any inquiries or proposals from any third party regarding the acquisition of the Company, its assets, or its equity.
- Enter into or continue any discussions, negotiations, or agreements with any third party relating to a potential transaction.
- Provide any non-public information to any third party in connection with a potential acquisition proposal.

2. Notification of Alternative Proposals

The Company shall immediately notify the Investor/Buyer if any unsolicited proposal or inquiry regarding a potential transaction is received from a third party during the Exclusivity Period. Such notice shall include the material terms of the proposal.

3. Termination

This Agreement will terminate upon the earlier of (a) the expiration of the Exclusivity Period, (b) the execution of a definitive purchase agreement, or (c) mutual written consent of both parties.

4. Confidentiality

The terms of this letter and the existence of negotiations are confidential and shall not be disclosed to any third party without prior written consent, except as required by law.

5. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of [State/Country].

Please indicate your acceptance of these terms by signing below.

Sincerely,

[Your Name]

[Your Title]

[Your Company Name]

Agreed and Accepted:

By: _____

Name: [Name of Representative]

Title: [Title]

Company: [Target Company Name]

Date: _____