

**[Company Letterhead]**

**Date:** [Insert Date]

**To:** The Shareholders of [Target Company Name]

**Subject:** Letter of Representation regarding the proposed acquisition of [Target Company Name] by [Acquiring Company Name]

Dear Shareholder,

In connection with the Agreement and Plan of Merger, dated as of [Date] (the "Agreement"), by and among [Acquiring Company Name], [Merger Sub Name], and [Target Company Name], the undersigned, in their capacity as [Title, e.g., CEO/CFO] of [Target Company Name], hereby provides this Letter of Representation.

We confirm, to the best of our knowledge and belief, the following representations in respect to the transaction:

- 1. Accuracy of Information:** All financial statements, records, and data provided to [Acquiring Company Name] during the due diligence process are true, complete, and accurate in all material respects.
- 2. No Undisclosed Liabilities:** There are no material liabilities, contingent or otherwise, affecting [Target Company Name] that have not been disclosed in the provided financial statements or the Disclosure Schedules of the Agreement.
- 3. Compliance with Laws:** The Company has operated its business in compliance with all applicable laws, regulations, and permits. There are no pending or threatened litigations or investigations against the Company except as previously disclosed.
- 4. Authority and Approval:** The Board of Directors has approved the Merger Agreement and has determined that the transaction is fair to, and in the best interests of, the shareholders. All necessary corporate actions to authorize the execution of the Agreement have been taken.
- 5. No Material Adverse Change:** Since [Date of Last Audited Financials], there has been no material adverse change in the business, financial condition, or results of operations of the Company.
- 6. Tax Matters:** All tax returns required to be filed by the Company have been accurately filed, and all taxes due have been paid or adequately reserved for.

This letter is provided to assist shareholders in evaluating the proposed transaction. We encourage all shareholders to review the Proxy Statement/Prospectus dated [Date] for a full description of the terms and conditions of the merger.

Sincerely,

[Signature]

[Name of Authorized Officer]

[Title]

[Target Company Name]