

[Date]

[Director Name]
[Director Address]
[City, State, Zip]

[Corporate Entity Name]
[Address]
[City, State, Zip]

Re: Conflict of Interest Waiver for Joint Representation in Internal Investigation

Dear [Director Name] and [Authorized Officer Name]:

This letter confirms that [Law Firm Name] (the "Firm") has been requested to represent both [Corporate Entity Name] (the "Company") and [Director Name] (the "Director") in connection with the internal investigation regarding [Brief Description of Investigation Matter] (the "Matter").

1. Potential Conflicts of Interest

While the Company and the Director currently share a common interest in determining the facts of this Matter, their interests may diverge in the future. Potential conflicts include, but are not limited to, disagreements regarding legal strategy, the assertion of defenses, or the allocation of responsibility for any alleged misconduct.

2. Attorney-Client Privilege

Information shared with the Firm by either party regarding the Matter will be shared between both parties. However, this information remains protected by the attorney-client privilege against third parties. If a dispute arises between the Company and the Director, the Firm cannot maintain confidentiality between the two parties regarding the Matter.

3. Withdrawal

If a formal conflict of interest arises that cannot be resolved, the Firm may be required to withdraw from representing one or both parties. In such an event, the Firm generally intends to continue representing the Company, and the Director would need to seek independent legal counsel.

4. Corporate Primacy and Upjohn Warning

The Director acknowledges that the Firm represents the Company. Any privilege belongs solely to the Company. The Company has the unilateral right to waive the privilege and disclose information provided by the Director to government authorities or other third parties without the Director's consent.

5. Consent and Waiver

By signing below, both the Company and the Director confirm they have had the opportunity to

consult with independent counsel regarding this waiver. Both parties hereby waive any current or potential conflicts of interest arising from this joint representation.

Sincerely,

[Partner Name]
[Law Firm Name]

AGREED AND ACCEPTED:

For [Corporate Entity Name]:

Name: [Name of Authorized Officer]
Title: [Title]
Date: [Date]

For the Director:

Name: [Director Name]
Date: [Date]