

KEEPWELL LETTER

Date: [Insert Date]

To: [Insert Name of Lender/Financial Institution]
[Insert Address]

Re: Support for [Insert Name of Subsidiary Borrower] (the "Subsidiary")

Dear Sirs,

We, [Insert Name of Parent Company] (the "Parent"), understand that you are considering entering into a credit facility agreement (the "Agreement") with our subsidiary, [Insert Name of Subsidiary Borrower], for an amount of [Insert Amount and Currency].

In consideration of your agreement to provide this facility to the Subsidiary, the Parent hereby confirms and undertakes as follows:

1. **Ownership:** The Parent confirms that it directly or indirectly owns [Insert Percentage]% of the issued share capital of the Subsidiary and intends to maintain a controlling interest in the Subsidiary for the duration of the Agreement.
2. **Maintenance of Net Worth:** The Parent undertakes to ensure that the Subsidiary maintains a positive consolidated net worth and sufficient liquidity to meet its payment obligations under the Agreement as they fall due.
3. **Capitalization:** If the Subsidiary is unable to meet its financial obligations, the Parent intends to provide the Subsidiary with sufficient funds, whether through additional equity capital or subordinated loans, to enable the Subsidiary to fulfill its debt obligations to you.
4. **Notification:** The Parent agrees to notify you promptly of any material change in the ownership structure of the Subsidiary or any financial distress that may impact the Subsidiary's ability to repay the borrowing.

This letter is an expression of our policy and support for the Subsidiary. It is understood that this letter does not constitute a direct legal guarantee of the Subsidiary's debt, but rather a commitment to ensure the Subsidiary remains in a financial position to meet its liabilities.

This letter shall be governed by and construed in accordance with the laws of [Insert Jurisdiction].

Yours faithfully,

For and on behalf of [Insert Name of Parent Company]

Name: [Insert Name]

Title: [Insert Authorized Title]