

Date: [Insert Date]

To:

[Recipient Name/Company Name]

[Recipient Address]

[City, State, Zip Code]

Subject: Undertaking Regarding Non-Disposal of Shares

Dear [Name of Contact Person/Board of Directors],

In connection with [describe the transaction, e.g., the loan facility/the investment agreement] dated [Date], I/We, [Name of Shareholder], the undersigned, being the registered holder of [Number] shares in [Name of the Company] (the "Company"), hereby irrevocably and unconditionally undertake as follows:

1. **Lock-up Commitment:** I/We shall not, directly or indirectly, sell, transfer, assign, pledge, encumber, or otherwise dispose of any of the shares held by me/us in the Company for a period of [Number] months/years starting from [Start Date].
2. **No Encumbrances:** I/We confirm that the shares are currently free from any liens, charges, or third-party rights, and I/we undertake not to create any such interests during the restricted period.
3. **Compliance:** I/We authorize the Company and its registrar to place a restrictive legend on the share certificates or enter a "stop transfer" order in the Company's register to give effect to this undertaking.
4. **Successors:** This undertaking shall be binding upon my/our heirs, executors, administrators, and legal successors.

This undertaking is governed by the laws of [Jurisdiction].

Sincerely,

[Signature]

[Name of Shareholder]

[ID/Passport Number]

In the presence of:

[Witness Signature]

[Witness Name]