

[Investor Name]
[Investor Address]
[City, State, Zip Code]

[Date]

[Acquisition Vehicle/Parent Company Name]
[Address]
[City, State, Zip Code]

Re: Equity Commitment Letter

Dear [Name],

This Equity Commitment Letter (this "Agreement") sets forth the commitment of **[Investor Name]** (the "Investor"), subject to the terms and conditions set forth herein, to purchase certain equity interests of **[Acquisition Vehicle Name]** ("Parent").

1. Commitment. The Investor hereby commits to contribute to Parent an aggregate amount equal to \$[Amount] (the "Commitment") for the sole purpose of funding the acquisition of **[Target Company Name]** (the "Target") pursuant to the Agreement and Plan of Merger dated as of [Date] (the "Merger Agreement").

2. Conditions. The Investor's obligation to fund the Commitment is subject to:

- The simultaneous closing of the acquisition of the Target;
- The satisfaction or waiver of all conditions precedent to Parent's obligations under the Merger Agreement.

3. Termination. This Commitment shall terminate upon the earliest to occur of:

- The closing of the acquisition;
- The valid termination of the Merger Agreement in accordance with its terms;
- [Insert Expiration Date].

4. No Third-Party Beneficiaries. This Agreement is for the sole benefit of the parties hereto and, except as specifically provided in the Merger Agreement, nothing herein shall confer any rights or remedies upon any other person or entity.

5. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of [State].

Sincerely,

[Investor Name]

By: _____
Name: [Authorized Signatory Name]
Title: [Title]

Acknowledged and Accepted:

[Acquisition Vehicle/Parent Company Name]

By: _____
Name: [Authorized Signatory Name]
Title: [Title]