

**To:** [Name of Entity/Lender/Counterparty]  
[Address Line 1]  
[Address Line 2]

**Date:** [Insert Date]

**Subject: Share Retention Undertaking**

Dear [Name of Contact Person],

In consideration of [describe the transaction, e.g., the loan facility/the investment agreement] dated [Date] between [Name of Party A] and [Name of Party B], we, [Name of Shareholder], hereby irrevocably and unconditionally undertake the following:

1. **Share Ownership:** We confirm that we are the legal and beneficial owners of [Number] shares in [Name of Company] (the "Company"), representing [Percentage]% of the total issued share capital.
2. **Retention Commitment:** We undertake to remain the legal and beneficial owner of the shares and shall not sell, transfer, assign, pledge, or otherwise dispose of any interest in the shares for the duration of [Time Period/Event Duration].
3. **No Encumbrances:** We shall ensure that the shares remain free and clear of any liens, charges, or encumbrances, except as expressly permitted under the terms of the [Agreement Name].
4. **Voting Rights:** During the period of this undertaking, we shall exercise our voting rights in a manner that does not prejudice the interests of [Name of Entity/Lender].
5. **Governing Law:** This letter shall be governed by and construed in accordance with the laws of [Jurisdiction].

This undertaking is binding upon our successors and permitted assigns.

Yours faithfully,

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[Authorized Signatory Name]  
[Title/Position]  
[Company Name of Shareholder]

**Acknowledged and Accepted by:**

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[Name of Representative]  
[Title]  
For and on behalf of [Name of Entity/Lender]