

PRIVATE AND CONFIDENTIAL

Date: [Date]

To: [Investor Name/Entity]

Address: [Investor Address]

RE: Offer for Late-Stage Pre-IPO Equity Placement in [Company Name]

Dear [Investor Name],

On behalf of [Company Name] (the "Company"), we are pleased to extend this offer to you to participate in a late-stage equity placement as the Company prepares for its projected Initial Public Offering (IPO).

1. Investment Terms

- **Asset Class:** [e.g., Series D Preferred Stock / Common Stock]
- **Price per Share:** \$[Amount]
- **Total Number of Shares:** [Number]
- **Total Investment Amount:** \$[Amount]
- **Implied Post-Money Valuation:** \$[Amount]

2. Proposed IPO Timeline

The Company currently anticipates filing its registration statement with the relevant securities commission in approximately [Number] months, subject to market conditions and regulatory approval.

3. Conditions of Offer

This offer is contingent upon the following:

- Execution of the formal Subscription Agreement.
- Completion of the "Accredited Investor" verification process.
- Adherence to the Company's Shareholders' Agreement and Bylaws.
- Compliance with applicable "Lock-up" periods (typically [Number] days post-IPO).

4. Closing Date

The closing of this placement is scheduled to occur on or before [Date]. Funds must be wired to the designated escrow account no later than [Time/Date].

5. Confidentiality and Non-Disclosure

The terms of this offer and all provided financial data are strictly confidential. No information regarding this placement may be disclosed to third parties without prior written consent from the Company.

6. Expiration of Offer

This offer remains valid until [Time/Date]. If not accepted by this time, the offer shall be deemed withdrawn.

Please indicate your acceptance of these terms by signing below.

Sincerely,

[Name of Authorized Signatory]

[Title]

[Company Name]

ACCEPTANCE

The undersigned hereby accepts the offer to participate in the equity placement under the terms described above.

Signature: _____

Print Name: [Investor Name]

Date: _____