

Example Terms (Illustrative)

Illustrative template for qualified investors

Purchase Price & Consideration

Price expressed on a cash-free, debt-free basis with normalized working capital. Rollover equity optional; earn-out only if mutually accretive.

Structure

Asset or equity purchase based on tax/legal optimization and seller preferences.

Working Capital Adjustment

Normalized 12-month average at closing; true-up mechanism in definitive agreements.

Exclusivity

30–60 days aligned to diligence scope and financing plan.

Closing Conditions

Customary consents, no material adverse change, completion of confirmatory diligence.

Confidentiality & Public Statements

Per NDA; coordinated communications to stakeholders.

Expenses

Each party bears its own expenses unless otherwise agreed.

Non-Binding

Illustrative only; final terms set forth in executed agreements.