

Due Diligence Agreement (Between Buyer and Seller of a Corporation)

IDENTIFICATION OF THE PARTIES

- PREAMBULE
- OBJECT
 - Due Diligence Review of the Company
 - Object of the Due Diligence Review
 - Allocation of the Purchase Price
- CONSIDERATION
 - Compliance with Agreements Between the Parties
 - Compliance with Company Policies
 - Allocation of the Purchase Price
- SPECIFIC PROVISIONS
 - Representatives of the Parties
 - Electronic Communications
 - Representatives Designated by the Purchaser
 - Undertakings Prior to the Due Diligence
 - Due Diligence Checklist
 - Information Contemplated in the Due Diligence Review
 - Information Excluded from the Due Diligence Review
 - Purpose of the Due Diligence Review
 - Consequences of the Due Diligence Review
 - Conduct of the Due Diligence Review
 - Location of Due Diligence Review
 - Persons Who May be Questioned by the Purchaser
 - Credit Reports
 - Cooperation of the Vendor and the Company
 - Use of the Information Obtained
 - Purchaser's Obligations
 - Vendor's Obligations
 - Purchaser's Representations and Warranties
 - Vendor's Representations and Warranties

- Start of the Due Diligence Review
 - Duration of the Due Diligence Review
 - End of the Due Diligence Review
 - Renunciation of the Right to Perform a Due Diligence Review
 - No Final Transaction
 - Professional Fees Relating to the Due Diligence
 - Professional Fees Relating to this Agreement
- GENERAL PROVISIONS
 - "Force majeure"
 - Severability
 - Notices
 - Headings
 - Schedules
 - No Waiver
 - Cumulative Rights
 - Entire Agreement
 - Amendments
 - Number and Gender
 - No Right to Transfer
 - Calculating Time Periods
 - Currency
 - Governing Law
 - Election of Domicile
 - Counterparts
 - Successors
 - Joint and Several Liability
 - Elapsed Time
 - Language
- EFFECTIVE DATE
 - TERMINATION
 - ACKNOWLEDGEMENT BY THE PARTIES
 - SIGNATURE OF THE PARTIES
 - INTERVENTION OF THE COMPANY
 - SCHEDULE: DUE DILIGENCE CHECKLIST (not included - see the Jurifax [Due Diligence Checklist](#) Form)
 - SCHEDULE: PURCHASER'S REPRESENTATIVES
 - SCHEDULE: PERSONS WHO MAY BE QUESTIONED BY THE PURCHASER