



**Offer to Purchase
(Part of the assets)**

IDENTIFICATION OF THE PARTIES

- PREAMBLE
- OBJECT
- CONSIDERATION
 - Purchase Price
 - Terms and Conditions of Payment
- SPECIAL PROVISIONS
 - Representations and Guarantees of the Seller
 - Taxes
 - Signing of the Sale Agreement
 - Place of Signing the Sale Agreement
 - Taking Possession
 - Taking Over the Risks
 - No Intermediary
 - Cancellation or Declination
 - Expenses
- GENERAL PROVISIONS
 - "Force Majeure"
 - Severability
 - Notices
 - Headings
 - Schedules
 - No Waiver
 - Cumulative Rights
 - Entire Agreement
 - Amendments
 - Number and Gender
 - Calculating Time Periods
 - Currency
 - Governing Law
 - Election of Domicile
 - Counterparts
 - Successors
 - Joint and Several Liability
 - Elapsed Time
 - Non-Transfer
 - Language
- EFFECTIVE DATE
- TERM
- TERMINATION
- SIGNATURE OF THE OFFEROR
- SELLER'S ACCEPTANCE
- ACKNOWLEDGMENT OF RECEIPT BY THE OFFEROR