



## Offer to Purchase (Shares of a Corporation)

### IDENTIFICATION OF THE PARTIES

- PREAMBLE
- OBJECT
- CONSIDERATION
  - Purchase Price
  - Terms and Conditions of Payment
- SPECIAL PROVISIONS
  - Representations and Guarantees of the Seller
  - Resignation
  - Signing of the Sale Agreement
  - Place of Signing the Sale Agreement
  - 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
  - No Right to Transfer
  - Language
- EFFECTIVE DATE
- TERM
- TERMINATION
- SIGNATURE OF THE OFFEROR
- SELLER'S ACCEPTANCE
- ACKNOWLEDGMENT OF RECEIPT BY THE OFFEROR