

Management Buyout Agreement

This Management Buyout Agreement ("Agreement") is made and entered into on by and between:

- **Seller:** , with an address at
- **Buyer (Management Team):** , with an address at

1. Purchase and Sale

The Seller agrees to sell, and the Buyer agrees to purchase, shares of (the "Company"), representing % of the outstanding shares.

2. Purchase Price

The total purchase price for the shares shall be , payable as follows:

3. Conditions Precedent

This Agreement is subject to the following conditions precedent being satisfied or waived:

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4. Representations and Warranties

Each party makes the following representations and warranties:

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5. Confidentiality

The parties agree to keep the terms of this Agreement and all non-public information relating to the Company confidential.

6. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of

7. Signatures

Seller: Date:

Buyer: Date: