

## CONFIDENTIAL

Thank you for your interest in Company ABC (“ABC” or the “Company”). In order to facilitate the sale process, we are requesting that parties with continuing interest in the Company submit a non-binding written Indication of Interest (“IOI”).

**The non-binding IOI should be submitted to Investment Bank 123 by Thursday, November 2nd, 2023.**

Your IOI letter should include the following information:

1. Valuation: Please indicate the enterprise value, on a cash-free, debt-free basis, that you would be prepared to pay to acquire the Company. The transaction will be structured as an acquisition of 100% of the stock of Company ABC, a C-corporation. Please identify all material assumptions upon which your valuation is based. Indications of value provided in the form of a range should be as narrow as possible and should include any assumptions in determining the range.
2. Transaction Structure and Consideration: The Company expects any potential transaction to be structured as a stock sale; please include in your IOI confirmation of this structuring and any additional structuring considerations.
3. Sources of Funds: A description of your proposed transaction structure and the amount and sources of funding (equity and/or debt) as well as an indication of anticipated timing and steps required, including any preliminary indications already received, and conditions to be satisfied, in order to secure such financing.
4. Due Diligence Plan: A description of your proposed due diligence plan, including a prioritized list of the topics on which you intend to focus and any expected third-party diligence. Please include the names of any advisors and third-party due diligence providers (e.g., financial, legal, environmental and tax / accounting) which you may have already involved or intend to involve in pursuing the proposed transaction.
5. Transaction Timing: An estimated timetable under which you would be in a position to consummate the proposed transaction, including the time to complete your due diligence, enter into a definitive agreement and fund and close the transaction. Please note that timing will be an important consideration in the Company’s evaluation of your proposal.
6. Review and Approvals: A brief discussion of (i) the level of review your IOI received within your organization, (ii) any required approvals (internal, regulatory, governmental or other) and (iii) any material conditions or contingencies that must be satisfied to close the transaction.
7. Management: A description of your plans for management and the Company’s employees.
8. Other Important Information: Any other terms that would be important to the Company in determining which prospective purchasers to select for further discussions, as well as any other information that you believe will distinguish your organization and its capabilities in consummating a transaction.
9. Scheduling Availability for Management Presentations: The dates that you and your team are available for a management presentation and site tour during 11/13 – 11/ 17, 11/20 – 11/21 and 11/28 – 12/01.

Investment Bank 123 will review the proposals with the owners, and a select number of interested parties may be invited to meet with management and be provided with additional information. As Investment Bank 123 is acting as the financial advisor to Company ABC with regard to the sale of the Company, all questions concerning the process and requests for information should be directed to Investment Bank

**123. Under no circumstances may any potential acquirer contact any director, officer, employee, customer or supplier of Company ABC regarding the potential transaction. You are reminded of the sensitive and confidential nature of this matter and that the existence and contents of this letter and all discussions regarding a possible transaction are subject to the confidentiality agreement that you have previously executed.**

**You are also reminded that (i) Investment Bank 123 and the Company have sole discretion to conduct the sale process (including, without limitation, negotiating with any prospective party and entering into definitive agreements without prior notice to any other person or entity), (ii) any procedures relating to the sale of the Company may be changed at any time without notice to any person or entity, and (iii) the Company has the right, in its sole discretion, to reject or accept any potential party, proposal, or offer, and to terminate any discussions and negotiations, at any time and for any or no reason.**

Sincerely,

Investment Bank 123 Managing Partner