

Closing Certificate for Capital Recapitalization

Date: _____

To: _____
From: _____
Company Name: _____
Effective Date of Recapitalization: _____

This Closing Certificate ("Certificate") is delivered pursuant to the requirements of the Capital Recapitalization Agreement ("Agreement") dated _____ by and among the undersigned and the relevant parties thereto.

The undersigned hereby certifies, in connection with the completion of the recapitalization of the Company, as follows:

1. All conditions precedent set forth in the Agreement have been satisfied or waived in writing.
2. All required approvals and consents have been obtained and are in full force and effect.
3. All representations and warranties of the Company remain true and correct as of the date hereof.
4. Attached as Exhibit A is the final capitalization table of the Company after closing.
5. All deliverables stipulated in the Agreement have been duly provided.

Summary of Transaction

Type of Recapitalization _____

Amount of Capital Raised _____

Capital Structure (Pre) _____

Capital Structure (Post) _____

IN WITNESS WHEREOF, the undersigned has executed this Closing Certificate as of the date first written above.

Authorized Signatory

(Name & Title)

Company Seal / Stamp (if applicable)

Important Notes

- This Certificate should be reviewed by legal counsel before execution.
- Ensure all attachments and exhibits referenced are included.
- Keep a fully executed copy for company records.
- All statements herein are subject to the terms and definitions of the Recapitalization Agreement.