

Asset Purchase Compliance Certification

Date: _____

Transaction Reference: _____

This Asset Purchase Compliance Certification (“**Certification**”) is provided by:

Seller: _____

Buyer: _____

Certification

The undersigned hereby certifies, represents, and warrants that, to the best of their knowledge and belief, as of the date hereof and in connection with the Asset Purchase Agreement dated _____ (the “**Agreement**”) between Seller and Buyer:

1. All assets listed in the Agreement have been lawfully owned and are free of any undisclosed encumbrances, liens, or claims at the time of transfer.
2. All required consents, approvals, or authorizations for the sale and transfer of the assets have been duly obtained.
3. Both parties have complied with all applicable laws, rules, and regulations regarding this transaction, including but not limited to anti-money laundering and anti-corruption statutes.
4. There are no ongoing or pending legal actions or investigations that would adversely affect the Seller’s right to transfer the assets or the Buyer’s right to acquire them.
5. All disclosures related to the assets in the Agreement are accurate and complete in all material respects.

This Certification is being provided to confirm compliance for the purposes of the asset purchase described above and may be relied upon by all parties as part of their due diligence procedures.

Seller’s Authorized Signatory

Name: _____

Title: _____

Date: _____

Buyer’s Authorized Signatory

Name: _____

Title: _____

Date: _____

Important Notes

- This document is often required during due diligence to confirm compliance with legal and contractual obligations.
- All statements in this certification should be true, accurate, and made after proper verification.
- Both parties should retain a signed copy for their records as evidence of compliance.

- Legal counsel should be consulted to ensure all relevant requirements are met before signing.
- Falsification or omission of material information may result in legal consequences.