

CONFIDENTIAL



Date, year

Expression of Interest

Recipient
Address
Street Name
New York, NY

Mr. Recipient,

We are writing to provide a non-binding expression of interest (the "Proposal") from ACQUIROR Inc. ("ACQUIROR") regarding the acquisition (the "Transaction") for 100% of the outstanding equity of TARGET CO INC. ("TARGET" or the "Company"). We appreciate the time and energy you and your team have afforded us in discussing this opportunity and the information that has been provided thus far.

As we continue to spend time evaluating TARGET, we believe that the ACQUIROR team will bring a unique value and capability to the Company, accelerating the growth and profitability of both of our businesses. As discussed further below, we would also seek to achieve synergies by combining ACQUIROR's business operations with TARGET's, while also achieving savings on G&A and other line items.

Transaction Valuation and Structure

Based on our review of the information provided and subject to the conditions set forth below, ACQUIROR is pleased to submit this Proposal for a Transaction with TARGET. The Proposal assumes a cash-free, debt-free balance sheet and a normalized level of working capital as of the closing of the Transaction. The Proposal assumes the Company is on track to meet or exceed the XXXX financial projections outlined in the financial materials provided by TARGET. We have expressed this offer in a range of values, as we would need to have detailed discussions with management before refining our offer.

- \$XX - \$XX million in cash paid immediately upon closing of the transaction
- \$XX - \$XX million in shares of ACQUIROR, issued immediately upon closing and subject to a 1-year escrow period (based on a share price of \$12.00)
- \$XX million performance bonus paid in shares of ACQUIROR, based on mutually agreeable targets, to be achieved by the end of XXXX. Such shares will be issued upon achieving targets.
- 2 year employment contracts for key executives required to run the business

Our approach to valuation was based on the following assumptions:

- XXXXK revenue of \$XXM, a gross profit margin of 21% and EBITDA margin of 10%

Expression Of Interest Eoi For Public Private Partnership

LL Leslie



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