

Draft Outline of Merger Agreement Terms

1. Parties

- Identification of acquiring and target entities

2. Recitals

- Purpose of merger
- Background to transaction

3. Definitions

- Key defined terms used in the agreement

4. Terms of the Merger

- Structure of merger (statutory, asset, stock, etc.)
- Consideration (cash, stock, other)
- Exchange ratio or price per share

5. Representations and Warranties

- By each party regarding authority, capitalization, etc.

6. Covenants

- Interim operating agreements
- No-shop or exclusivity provisions
- Efforts to complete the transaction

7. Conditions Precedent

- Shareholder approvals
- Regulatory consents
- Absence of material adverse changes

8. Termination

- Grounds for termination
- Termination fees (if any)

9. Indemnification

- Scope and limitations

10. Miscellaneous Provisions

- Notices
- Governing law
- Assignment
- Entire agreement