

Law Firm Name  
Address Line 1  
Address Line 2  
City, State ZIP

Date: [Insert Date]

To:

[Investor Name]  
[Investor Address Line 1]  
[Investor Address Line 2]  
[City, State ZIP]

**Re: Legal Opinion “ Private Equity Investment in [Target Company Name]**

# Legal Opinion

## 1. INTRODUCTION

We have been requested to provide this legal opinion in relation to the proposed private equity investment by [Investor Name] (“Investor”) in [Target Company Name], a company incorporated in [Jurisdiction] (“Company”).

## 2. DOCUMENTS REVIEWED

For the purposes of this opinion, we have reviewed copies of the following documents:

- (a) The subscription and shareholders' agreement dated [Date];
- (b) The Constitution/Articles of Association of the Company;
- (c) Relevant corporate approvals and resolutions; and
- (d) Such other documents as we have deemed necessary.

## 3. ASSUMPTIONS

We have assumed the authenticity of all documents provided to us as originals and the conformity of all copies to their originals. We have also assumed that all signatures are genuine and that all parties have the capacity to enter into and perform their respective obligations.

## 4. OPINIONS

Based on the documents and information reviewed, and subject to the qualifications and assumptions set out herein, it is our opinion that:

- (a) The Company is duly incorporated and validly existing under the laws of [Jurisdiction];
- (b) The Company has the power and authority to enter into and perform its obligations under the investment documents;
- (c) The investment documents have been duly authorized, executed, and delivered by the Company;
- (d) The issuance and allotment of shares to the Investor in accordance with the investment documents will be valid under the applicable laws;
- (e) The investment does not contravene any applicable law or regulation in [Jurisdiction].

## 5. QUALIFICATIONS

This opinion is limited to the laws of [Jurisdiction] in force as at the date hereof. We express no opinion on any other laws.

## 6. RELIANCE

This opinion is rendered solely for the benefit of the Investor in connection with the proposed investment and may not, without our prior written consent, be relied upon by any other person or for any other purpose.

Yours faithfully,

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[Lawyer's Name]

[Law Firm Name]