

BUYER'S CERTIFICATION

This Certification is being delivered pursuant to Section [Number] of that certain Share Purchase Agreement dated [Date], 202[N], among [Company 1 Name], a [State A] corporation, [Company 2 Name], a [State B] limited liability company, and certain seller parties thereto, as amended (the "Purchase Agreement"). Undefined capitalized terms have the meanings set forth in the Purchase Agreement.

The undersigned hereby certifies on behalf of the Buyer and not individually that the undersigned is the duly elected, qualified and acting Chief Operating Officer of the Buyer, and as such officer, the undersigned does hereby represent, warrant and certify to the Sellers on behalf of the Buyer and not individually that:

SAMPLE