# WAIVER OF RIGHT OF FIRST REFUSAL

TO : [COMPANY NAME]

[ADDRESS]

[CITY], [STATE/PROVINCE]

[ZIP/POST CODE]

FAO: [TITLE AND NAME]

All Shareholders or former Shareholders of Class «A», «C», «D», «E», «F» or «G» Shares of the share capital of [NAME OF YOUR COMPANY], announce that we waive any and all rights of the first refusal of which we could have availed ourselves with respect to any transfers, purchases, redemptions, conversions, splits and other transaction involving shares of the share capital of the Company which has occurred since the date the Company was incorporated until the date hereof, including, without limitation, the restrictions respecting the transfer of Shares set out in Schedule[NUMBER], Section [NUMBER] of the Articles of Incorporation of the Company, dated [DATE], and all other similar rights provided for in any other document, including, but not limited to, the Shareholders' Agreements of the Company respectively dated [DATE] and [DATE].

IN WITNESS WHEREOF, WE HAVE SIGNED ON THIS [DAY] DAY OF [MONTH, YEAR

By

Authorised Signature Authorised Signature

Print Name and Title Print Name and Title