**Merger Agreement Clause Summaries**

**Concise Summary**

+ Each party must use reasonable best efforts to obtain regulatory approvals, including any second requests, competition filings, and government notifications, without undue delay or allocation shifts.

○ References: 7.01(b)

**Fulsome Summary**

+ The parties shall use their respective reasonable best efforts to effect the transactions contemplated, including making all required antitrust filings, cooperating with each other in responding to regulatory inquiries, and pursuing litigation or appeals if necessary, unless doing so would materially and adversely affect the business or valuation of either party or its subsidiaries. In no event shall either party be required to divest any material portion of its business unless the aggregate value of such divestitures falls below the divestiture cap of $250 million, as mutually agreed.

○ References: 7.02(a); 7.03(c)