

CUSTOMER CONSENT LETTERS

CUSTOMER CONSENT STATUS REPORT

Date: February 15, 2025

To: Deal Team

From: Legal Department

Re: Change of Control Consent Status

As required by **Schedule 2 - Material Contracts** of the **Document: Acquisition Agreement**, this memo summarizes the status of customer consents for contracts containing change-of-control provisions.

CONSENT STATUS SUMMARY

1. MegaCorp Inc. - OBTAINED

Contract Value: \$3.4M annual

Consent Received: February 10, 2025

Notes: MegaCorp requested meeting with TechCorp leadership; meeting held 2/8/25.

Consent granted with no additional conditions. This addresses the primary concern noted in **Document: Risk Assessment Memo** Section 1.1.

2. DataFlow Systems - OBTAINED

Contract Value: \$1.2M annual

Consent Received: February 5, 2025

Notes: Standard consent process. No concerns raised.

3. CloudTech Partners - PENDING

Contract Value: \$890K annual

Status: Consent requested February 1, 2025

Expected: February 20, 2025

Notes: Legal review in progress at CloudTech. Their counsel has reviewed the **Document: Acquisition Agreement** and has no objections. Verbal confirmation received; written consent expected shortly.

IMPACT ANALYSIS

Per **Document: Due Diligence Report** Section 4, there were 3 contracts requiring consent:

- 2 obtained (representing \$4.6M annual revenue)
- 1 pending (representing \$890K annual revenue)

CLOSING IMPLICATIONS

The **Document: Acquisition Agreement** Article IV requires "material" customer consents as a closing condition. With MegaCorp consent obtained, this condition is substantially satisfied. The pending CloudTech consent is expected before the March 1 closing date per **Document: Closing Checklist**.

ATTACHMENTS

Attached hereto:

- Exhibit A: MegaCorp Consent Letter (dated February 10, 2025)
- Exhibit B: DataFlow Systems Consent Letter (dated February 5, 2025)
- Exhibit C: CloudTech Partners Draft Consent (pending signature)

RECOMMENDATION

We recommend proceeding with closing preparations. The risk of CloudTech withholding consent is low based on discussions with their counsel. This is consistent with the risk mitigation strategy in **Document: Risk Assessment Memo**.