

## 1. **CONSIDERATION**

## 1.1 Appointment of Ch

At Completion, the sappointment of a chappointment, a char of the Seller(s) or of Institute of Chartere such accountant, ar accountant to be bo days>> of their apposhall, for the purpos value of an [ordinary the Buyer as between arm's length terms a

### 1.2 Consideration

The Purchase Price Consideration"), wh such number of [ord capital of the Buyer equivalent in value t Shares"). Fractions determining the nun Consideration Share receipt of the charte

### 1.3 Dividends

The Consideration § existing [ordinary] s capital of the Buyer and other distributio Agreement save the paid by reference to

## 1.4 Retention of Consi

The Seller(s) undert consent of the Buye the Consideration S following Completio

#### 1.5 **Cash Alternative**

1.5.1 At the Buy

1.5.1.1

hall agree upon the
ey fail to agree such
nominated on the application
of the time being of the
and Wales (the costs of
resident, in nominating such
tithin << Insert number of
uch chartered accountant
ify, in their opinion, the fair
nal amount>> in the capital of
villing seller, contracting at

gures>> (the "Notional he allotment to the Seller(s) of nominal amount>> in the shall, in aggregate, be tion (the "Consideration e shall be disregarded in ares to be allotted. The <<Insert number of days>> of under paragraph 1.1.

ssu in all respects with the I amount>> each in the o receive in full all dividends d after the date of this d to any dividend declared or ampletion.

, except with the prior written y Encumbrance over any of nsert number>> months

nase Price may be either:

in which case, the Buyer onsideration to the Seller(s) agraphs 1.1 to 1.4 inclusive

1.5.1.2

n by a payment to the which is less than the Notional case on Completion the ser amount and paragraphs I apply to the extent, and on Notional Consideration is

# 1.6 Cash payment

1.6.1 If a cash p 1.5 it shal [Seller(s)] shall be so transfer to

Bank: <<

Branch: <

Sort Code

Account N

Account N

of the cash payment made on this paragraph.

pletion pursuant to paragraph ker's draft in favour of the

ors (whose receipt thereof Buyer)]] **OR [**telegraphic