

# A. COMPLETION DOCUM

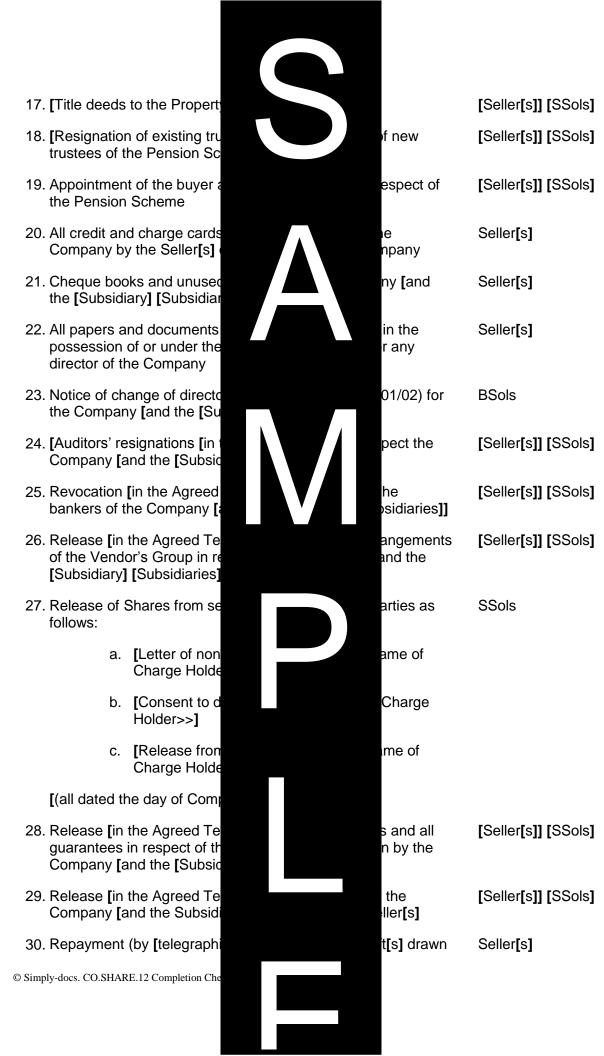
The following are require

- No. Item
  - 1. Share sale and purchase a
  - 2. Disclosure Letter
  - Executed stock transfer fo in favour of the Buyer (or it
  - 4. Share certificates for all sh
  - 5. [Executed indemnities for issued by the Company]
  - 6. Irrevocable Power(s) of att completion and registration
  - Board minutes of the Com [Subsidiaries]] approving t
  - 8. Board minutes of Buyer ap
  - [Executed stock transfer for [Subsidiary/ Subsidiaries] Company in favour of the I
  - 10. Share certificates for all sh
  - Executed indemnities for lo the [Subsidiary] [Subsidiar
  - 12. Statutory and other books Company [and the Subsid
  - Certificates of incorporatio name] of the Company [ar
  - 14. [Common seals] of the Co [Subsidiaries]]
  - Letters of resignation [in th resigning directors [and se the [Subsidiary] [Subsidiar
  - Certificate [in the Agreed ] the Company [and the [Su Property]

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	<b>Responsibility</b>
)	BSols
-	SSols
ompany	[Seller[s]] [SSols]
	[Seller[s]] [SSols]
ates	[Seller[s]] [SSols]
	BSols
	[Seller[s]] [SSols]
	[Buyer] [BSols]
of the	[Seller[s]] [SSols]
idiaries]	[Seller[s]] [SSols]
sued by	[Seller[s]] [SSols]
he	[Seller[s]] [SSols]
ange of aries]]	[Seller[s]] [SSols]
]	[Seller[s]] [SSols]
by nd of	[Seller[s]] [SSols]
title of	Ssols



on a UK clearing bank]) of the sum of £< <amount>&gt; in satisfaction of sums owed by the Seller[s] to the Company [and the [Subsidiary] [Subsidiaries]]</amount>	
31. [Service agreements [in the Agreed Terms] between the Company and:	BSols
a.< <name>&gt;</name>	
b.< <name>&gt;]</name>	
32. [Banker's draft drawn on a UK clearing bank] [Telegraphic transfer] in favour of SSols as consideration for the Shares	Buyer
33. Receipt of SSols for payment	SSols
34. Notice of change of accounting reference date (form AA01) for the Company [and the [Subsidiary] [Subsidiaries]]	BSols
35. Notice of change of registered office (form AD01) for the Company [and the [Subsidiary] [Subsidiaries]]	BSols
36. New forms of bank mandate for the Company [and the [Subsidiary] [Subsidiaries]]	[Buyer]
37. Cheque for £< <amount>&gt;in favour of Bsols for stamp duty</amount>	Buyer

### B. AT COMPLETION

- 1. Check that all items under A above are present and correct and executed as appropriate
- 2. Check that any necessary conditions precedent have been fulfilled
- 3. Exchange share sale and purchase agreement and Disclosure Letter
- 4. Hold a board meeting of the Company to convene a general meeting (GM) and hold a GM of the Company on short notice

#### OR

- 4. Pass written resolution[s] of the Company in place of a GM
- 5. Hold a completion board meeting of the Company to deal with the matters specified in clause 4 of the share sale and purchase agreement

### **OR IF COMPANY HAS SUBSIDIARIES:**

### EITHER

4. Hold a board meeting concerned on short n

#### OR

- 4. Pass written resolution
- 5. Hold a completion be matters specified in c
- 6. Collect and deliver as



ry to hold a GM of the company

idiary in place of a GM

ach] Subsidiary to deal with the sfer agreement

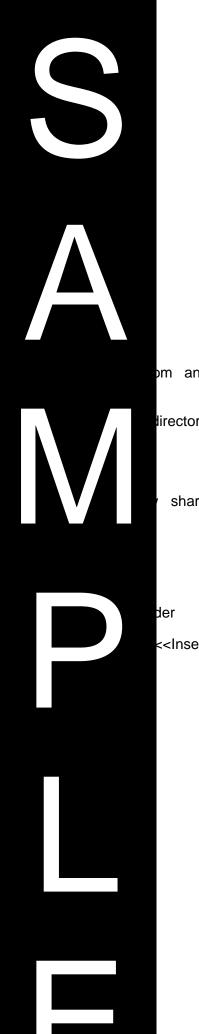
A above

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# C. **POST COMPLETION**

The following will be required af

- No. Item
- 1. Make any agreed Stock Ex
- 2. Make any agreed employe
- 3. Make any agreed press an
- 4. Notify customers and supp
- 5. Endeavour to procure guarantees disclosed
- Change letterhead to ren and show new registered of
- 7. Stamp stock transfer forms
- Cancel old share certificates
- 9. Implement new banking ar
- 10. File returns as necessary a
- 11. Consider adoption of new
- Implement pensions arra details>>]
- 13. Implement new insurance
- 14. Integrate into any employe
- 15. Make group tax elections



	<u>Responsibility</u>
	Buyer
	Buyer
	Buyer
	[Buyer] [Company
n any	Buyer
ectors	[Buyer] [Company
	Bsols
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