

DATED _____ <<Date>>

(1) <<Names of Original Parties to Shareholders' Agreement>>

-and-

(2) <<Name of Joining Party>>

DEED OF ADHERENCE

THIS DEED OF ADHERENCE is dated

<<Date>>

PARTIES

1. Those persons listed at Schedule 1 of this Deed ("the Original Parties"); and
2. <<Name of Joining Party>> [a company registered in England with number <<Insert company number>>, whose registered office is at <<Insert registered office address>>] **OR** [of <<Insert registered office address>>] ("the Joining Party").

BACKGROUND

- (A) This Deed is supplemental to [Shareholders'] **OR** [Joint Venture] Agreement dated <<Date of agreement>> ("the Agreement").
- (B) The Joining Party wishes to become a party to the Agreement.

AGREED TERMS

1. Terms defined in the Agreement shall have the same meanings in this Deed unless specified otherwise.
2. As at the date of this Deed, the Joining Party hereby becomes a party to the Agreement and undertakes and covenants as a separate covenant with each of the Original Parties to assume, observe, perform, discharge and be bound by all liabilities and obligations arising under the Agreement (whether actual, accrued, contingent or otherwise and whether arising on, before or after the date of this Deed) and to be bound by the Agreement as if the Joining Party had at all times been a party to the Agreement.
3. This Deed may be executed in any number of counterparts, each of which, when executed and delivered, shall be an original and which together have the same effect as if each party had signed the same Deed.
4. This Deed and any disputes or claims arising out of or in connection with its subject matter (including any non-contractual matters and obligations arising therefrom or associated therewith) shall be governed by the laws of England and Wales and subject to the exclusive jurisdiction of the English courts.

IN WITNESS whereof the parties have executed and unconditionally delivered this Deed on the date stated at the beginning of it.

Name of Original Party

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<< >>

<< >>

Address

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Executed as a Deed by
<<Name of Original Party>>
[acting by:

.....
Director

.....
Director/Secretary]

OR

[in the presence of:

Witness signature
Witness Name
Witness address

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Director

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