

DATED

SHARE PURCHASE AGREEMENT

Between

BAKO NORTH WESTERN (GROUP) LIMITED

And

[]

This agreement is dated

2018

PARTIES

- (1) Bako North Western (Group) Limited incorporated and registered in England and Wales with company number 08802727 whose registered office is at 74 Roman Way Industrial Estate, Longridge Way, Preston, PR2 5BE(**Company**).
- (2) [] incorporated and registered in England and Wales with company number [] whose registered office is at [](**Seller**).

RECITALS

(A) The Seller is the registered holder of one A shares of £10.00 each in the capital of the Company (**Shares**).

(B) It is proposed that the Company shall purchase the Shares from the Seller for cancellation on the terms of this agreement.

AGREED TERMS

1. SALE AND PURCHASE OF SHARES

1.1 The Seller agrees to sell, or procure the sale of, the Shares with full title guarantee for a consideration of £19,784.94 per Share and the Company agrees to purchase them and to pay such consideration to the Seller.

1.2 The Seller warrants that there are no liens, charges or other encumbrances over or in respect of the Shares.

1.3 Completion of the sale and purchase of the Shares shall take place at the offices of the Company, on a date to be determined by the Buyer being no later than 31 May 2019, when the Seller shall deliver the share certificate(s) or other evidence of title to the Shares to the Company and the Company shall satisfy its obligation to pay the consideration due in respect of the Shares by payment of the sum of £19,784.94 to the Seller.

2. FURTHER ASSURANCE

The Seller shall at the expense of the Company use all reasonable endeavours to procure that any necessary third party shall execute such documents and perform such acts as may reasonably be required for the purpose of giving full effect to this agreement.

3. GOVERNING LAW AND JURISDICTION

This agreement shall be governed by and construed in accordance with English law and the parties to this agreement irrevocably submit to the nonexclusive jurisdiction of the courts of England and Wales in respect of any claim, dispute or difference arising out of or in connection with this agreement.

4. ENTIRE AGREEMENT

4.1 This agreement constitutes the entire and only legally binding agreement between the parties relating to its subject matter and no variation of this agreement shall be effective unless made in writing and signed by or on behalf of all the parties and expressed to be such a variation.

4.2 The Company acknowledges and agrees that the terms of this agreement are in lieu of all warranties, conditions, terms, undertakings and obligations implied by statute or common law or otherwise all of which are excluded to the fullest extent permitted by law.

5. AGREEMENT SURVIVES COMPLETION

This agreement shall remain in effect despite its completion.

6. COUNTERPARTS

This agreement may be executed in any number of counterparts, each of which is an original and which together have the same effect as if each party had signed the same document. This agreement has been entered into on the date stated at the beginning of this agreement.

Signed by Joseph Hall, a
Director for and on behalf of Bako
North Western (Group) Limited

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Signed by [] (Director) for
and on behalf of [] Limited

.....

Schedule of Shares to be purchased by BAKO North Western (Group) Ltd

Ord Share Cert No.	A Share Cert No.	Shareholder Name	No. of Ord Shares	Value of Ord Shares	No. of A Shares	Value of A Shares
14409	14409A	R E & J Parker	40	£40	1	£19,784.94
14352	14352A	Mr Steve Palmer	40	£40	1	£19,784.94
14506	14506A	The Ultimate Food Company (Kendal) Ltd	40	£40	1	£19,784.94
14042	14042A	Mr & Mrs Panchal	40	£40	1	£19,784.94
14104	14104A	Choo Choos Ltd	40	£40	1	£19,784.94
14138	14138A	D E Griffiths	40	£40	1	£19,784.94
14146	14146A	Mr W J Dawson	40	£40	1	£19,784.94
14308	14308A	Lonicans Bakery Ltd	40	£40	1	£19,784.94
14315	14315A	M A Evans & S A Clarke	40	£40	1	£19,784.94
14354	14354A	Mrs D M Foulkes & G E Foulkes	40	£40	1	£19,784.94
14371	14371A	Mr Chris Leigh	40	£40	1	£19,784.94
14435	14435A	Sallianne Smith	40	£40	1	£19,784.94
14508	14508A	Sandra Robertshaw	40	£40	1	£19,784.94
14306	14306A	Margaret Amy Mill	40	£40	1	£19,784.94
14022	14022A	H J & G Allen	40	£40	1	£19,784.94