

DATED 31 October 2023

SHARE PURCHASE AGREEMENT

Between

BAKO GROUP LIMITED

And

[NAME OF SHAREHOLDER]

This agreement is dated 31 October 2023

PARTIES

- (1) Bako 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 [] or [] whose address is at [] (**Seller**).

RECITALS

(A) The Seller is the registered holder of forty Ordinary shares of £1.00 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.

(C) Pursuant to a resolution passed at the Company's general meeting on 31 October 2023 the Company's Shareholders approved the final form of this agreement in accordance with section 694 Companies Act 2006,

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 £1.00 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 on the date of this agreement at the offices of the Company 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 the payment of the sum of £40.00 to the Seller.
- 1.4 The Seller warrants that it has the requisite power and authority to enter into and perform this agreement and that the agreement constitutes valid, legal and binding obligations on it.

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 David Yates, a
Director for and on behalf of Bako
Group Limited

.....

Signed by

for and on behalf of

.....

Schedule of shares to be cancelled at the 2023 AGM

A & S Harper	Ceased Trading
Bert Marshall Bakers Ltd	Ceased Trading
Fatherson Bakery Ltd	Ceased Trading
Greg Christofi	Ceased Trading
Peters Home Made Bakery Ltd	Ceased Trading
The Real Lancashire Pie Company Ltd	Ceased Trading
Moorlands UK Limited	Ceased Trading
Needwood Ice Cream Limited	Ceased Trading
Gold Crown Bakeries Ltd	Ceased Trading
Morton's Rolls Ltd	Ceased Trading
S. P. Bakery Limited	Ceased Trading
Jacksons the Bakers Limited	Ceased Trading
K Wilson	Ceased Trading
Bloomers of Bakewell Ltd	Change of ownership
C H Latham The Baker Ltd	Change of ownership
D S Wealthy	Change of ownership
Higates Ltd	Change of ownership
M Ray Ltd	Change of ownership
Mr Gary Blainey	Change of ownership
Tangeo Management Ltd	Change of ownership
The Dutch Bakery Ltd	Change of ownership
Mr G P Harrison	Change of ownership
Mayglade Limited	Change of ownership
Eirwyn Edwards & M & A Roberts	Change of ownership
Handley's Bakery Ltd	Change of ownership
A Hilton	Did not achieve minimum spend £10,400
Mr Alun Williams	Did not achieve minimum spend £10,400
Nicholas John & Julie Cogger	Did not achieve minimum spend £10,400
Emerson & Wests Ltd	Did not achieve minimum spend £10,400
Francis Smith	Did not achieve minimum spend £10,400
Gales Farmhouse Foods Ltd	Did not achieve minimum spend £10,400
J A & V A Barwise	Did not achieve minimum spend £10,400
J W Mettrick & Sons Ltd	Did not achieve minimum spend £10,400
M N & J F Price Ltd	Did not achieve minimum spend £10,400
Mr S W Pepper & Mrs A Pepper	Did not achieve minimum spend £10,400
Saker Vegetarian Foods Ltd	Did not achieve minimum spend £10,400
Scrivens Foods Ltd	Did not achieve minimum spend £10,400
Graeme Pomfret	Did not achieve minimum spend £10,400
T J Robinson Ltd	Did not achieve minimum spend £10,400
Miss Hammond & Mr Sudson	Did not achieve minimum spend £10,400
Unique Bakers Ltd	Did not achieve minimum spend £10,400
Philip Cardwell	Did not achieve minimum spend £10,400

Elaine Hamey	Did not achieve minimum spend £10,400
Frasers Butchers Limited	Did not achieve minimum spend £10,400
Andrew Davies (Bakeries) Limited	Did not achieve minimum spend £10,400
Chhinder Pal	Did not achieve minimum spend £10,400
Haddie & Trilby Limited	Did not achieve minimum spend £10,400
Colin & Frederick Todd	Did not achieve minimum spend £10,400
Sunny Coffee House Limited	Did not achieve minimum spend £10,400
Mr & Mrs A Khan	Did not achieve minimum spend £10,400
Cocoa Caffè Limited	Did not achieve minimum spend £10,400
Dawn Shelton	Did not achieve minimum spend £10,400
Diane Carr	Did not achieve minimum spend £10,400
Sweet Fantasies Limited	Did not achieve minimum spend £10,400
FranklinSmiths Limited	Did not achieve minimum spend £10,400
R Drake & L Y Drake	Did not achieve minimum spend £10,400
Pickard Butchers Limited	Did not achieve minimum spend £10,400
Philip Williams	Did not achieve minimum spend £10,400
Golden Acre Bakery Limited	Did not achieve minimum spend £10,400
NIRL Company Limited	Did not achieve minimum spend £10,400
Mr Paul Hall Freeman	Did not achieve minimum spend £10,400
Mr Wyn Roberts	Did not achieve minimum spend £10,400
W M & B E Swarbrick	Did not achieve minimum spend £10,400
Mr Gabriel Riquelme	Did not achieve minimum spend £10,400
Laura Bowker	Did not achieve minimum spend £10,400
Market Bakery Limited	Did not achieve minimum spend £10,400
The Northumbrian Baker Ltd	Did not achieve minimum spend £10,400
Raymond McNeill	Did not achieve minimum spend £10,400
Aldreds The Butchers Ltd	Did not achieve minimum spend £10,400
Che Bonta Ltd	Did not achieve minimum spend £10,400
Sonia Bakshi	Did not achieve minimum spend £10,400
The Dessert Depot Ltd	Did not achieve minimum spend £10,400
Patrick Fitzsimons	Did not achieve minimum spend £10,400