SCH er >>

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 of the Buyer as betwarm's length terms a

1.2 Consideration

The purchase price "Notional Considera Seller(s) of such nur >> in the capital of the equivalent in valuations (Shares"). Fractions determining the nun Consideration Share receipt of the charter

1.3 Dividends

The Consideration sexisting [ordinary] scapital of the Buyer and other distribution Agreement save the paid by reference to

1.4 Retention of Consi

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

1.5 **Cash Alternative**

1.5.1 At the Buy be either:

1.5.1.1

hall agree upon the
ey fail to agree such
e nominated on the application
ent for the time being of the
d and Wales (the costs of
President, in nominating such
/ithin <<Insert number of
uch chartered accountant
ify, in their opinion, the fair
inal amount >> in the capital
a willing seller, contracting at

<<Amount in figures>> (the sfied by the allotment to the of << Insert nominal amount y paid) as shall, in aggregate, eration (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 al 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

ase price for the Shares may

in which case, the Buyer onsideration to the Seller(s)

S

1.5.1.2

agraphs 1.1 to 1.4 inclusive

h 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 of the cash payment made on this paragraph.

pletion pursuant to paragraph hker's draft in favour of the whose receipt thereof shall be OR [telegraphic transfer to

1.6 Cash payment

1.6.1 If a cash p 1.5 it shall [Seller(s)] sufficient of the followi

Bank: <<

Branch: <

Sort Code

Account N

Account N