

**DATED 22 October 2024**

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**SHARE PURCHASE AGREEMENT**

Between

**BAKO GROUP LIMITED**

And

**[NAME OF SHAREHOLDER]**

This agreement is dated 22 October 2024

## **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 22 October 2024 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

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Signed by .....

for and on behalf of .....

.....

**Schedule of shares to be cancelled at the 2024 AGM**

David Parish
Cabrelli Brothers Ltd
Mrs Catherine Myatt
Food For Thought Bakery Ltd
H Hofmann & Sons Ltd
Halls Bakery Ltd
Brian Hunter
Mr Alex & Miss J Allison
P Hobson
P Wignall & J Fidler
R W & D Dykes
RD Collin
Service Feature Ltd
Taylor's Of Cleveleys Ltd
Mr Michael D Heaton
Lynda Fellows
W Moxon
William Mcmanus
Simon Andrew Spencer
Andrew Maddison & Ann Maddison
Williams Bakery Limited
Anne E Ingham
Andrew Smith Duxbury
Noyna Limited
Jacqueline & Anthony Kelly
David Heater
Malyon Limited
Ice Cream Company (UK) Limited
Arthur & Margaret Short
David Murray (Electric Bakery) Limited
Barry Wood
D & N Trotter
Brian Clark
Lee & Kirsty Smith
David Leo
Stephensons Butchers Limited
Teviotdale Bakery Limited
Paul Hope & Colin Jepson
J & A Storey Ltd
D T Hope & G P Murphy
Graeme's Bakery Ltd
Sharon Hunter

Doe Foods Limited
G Atherley & Son Limited
Taza Bake Ltd
Christine Weston
KC Bakery Ltd
Priestley Bakers Ltd
J & M Duffus
Bainbridge Farms Ltd
Matt Davis
Monko Foods Ltd

