

# Share Purchase Agreement

This Share Purchase Agreement (the "Agreement") is made and entered into as of \_\_\_\_\_, by and between:

1. **Seller:** \_\_\_\_\_, a company incorporated under the laws of \_\_\_\_\_, with its registered office at \_\_\_\_\_ (the "Seller"); and
2. **Buyer:** \_\_\_\_\_, a company incorporated under the laws of \_\_\_\_\_, with its registered office at \_\_\_\_\_ (the "Buyer").

## 1. Sale and Purchase

The Seller hereby agrees to sell, and the Buyer agrees to purchase, \_\_\_\_\_ ordinary shares (the "Shares") representing \_\_\_\_\_% of the issued share capital of \_\_\_\_\_ (the "Company"), free from all liens, charges, and encumbrances, for the Purchase Price set forth herein.

## 2. Purchase Price

The total purchase price for the Shares shall be \_\_\_\_\_ (Currency) (the "Purchase Price"), payable as follows:

\_\_\_\_\_

## 3. Completion

Completion of the sale and purchase of the Shares ("Completion") shall take place at \_\_\_\_\_ on \_\_\_\_\_, or at such other time and place as may be agreed in writing between the parties.

## 4. Warranties

The Seller and Buyer each warrant and represent to the other as set out in Schedule 1 attached hereto.

## 5. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of \_\_\_\_\_.

## 6. General Provisions

- Any notices under this Agreement must be delivered in writing to the addresses stated above.
- This Agreement constitutes the entire understanding between the parties with respect to the subject matter hereof.
- No amendment to this Agreement shall be effective unless in writing and executed by both parties.

## Signatures

\_\_\_\_\_

Seller

Date: \_\_\_\_\_

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Buyer

Date: \_\_\_\_\_

### **Schedule 1 - Warranties**

1. The Seller is the sole legal and beneficial owner of the Shares.
2. The Shares are fully paid and free from all encumbrances.
3. All necessary corporate actions have been taken to authorize the transaction.
4. No litigation is pending or threatened against the Company.