

# Share Purchase Agreement

This Share Purchase Agreement (â€œAgreementâ€) is made and entered into as of [Date], by and between:

- **Seller:** [Full Name/Corporate Entity], a [jurisdiction] corporation with registered office at [address]; and
- **Buyer:** [Full Name/Corporate Entity], a [jurisdiction] corporation with registered office at [address].

## Recitals

WHEREAS, the Seller is the legal and beneficial owner of [number] ordinary shares (the â€œSharesâ€) in [Target Company Name], a [jurisdiction] corporation (the â€œCompanyâ€);

WHEREAS, the Buyer desires to purchase and the Seller desires to sell the Shares on the terms and subject to the conditions contained herein.

## 1. Purchase and Sale

The Seller hereby agrees to sell, assign, transfer, and deliver to the Buyer, and the Buyer agrees to purchase from the Seller, the Shares for the aggregate purchase price of [Amount] ([Currency]) (the â€œPurchase Priceâ€), on the terms and subject to the conditions set forth in this Agreement.

## 2. Conditions Precedent

- All necessary corporate approvals relating to the sale and transfer of the Shares have been obtained.
- The Buyer has completed satisfactory due diligence of the Company.
- No material adverse change has occurred to the Company.

## 3. Representations and Warranties

### 3.1 Seller's Representations

- The Seller has good and valid title to the Shares, free from security interests or encumbrances.
- The Shares constitute [number]% of the issued and outstanding shares of the Company.

### 3.2 Buyer's Representations

- The Buyer has full power and authority to execute, deliver, and perform this Agreement.
- The execution and delivery of this Agreement by Buyer has been duly authorized.

## 4. Closing

The closing of the transactions contemplated by this Agreement (the â€œClosingâ€) shall take place at [location], or remotely, on [Closing Date], or at such other time and place as the Parties may agree.

## 5. Miscellaneous

- This Agreement constitutes the entire agreement between the Parties relating to the subject matter.
- This Agreement may only be amended or modified in writing signed by both Parties.
- This Agreement is governed by and construed in accordance with the laws of [jurisdiction].

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Seller:

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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Buyer:

Name: \_\_\_\_\_

Title: \_\_\_\_\_