

AGREEMENT

PASSED IN CONFIDENCE

DATE: 20 March. 1991

PARTIES:

1. MICHAEL HENRY LYON ANDERTON of the Manor House, Leathley, Otley, West Yorkshire and ~~Mrs CAROLE ANN ANDERTON M.O. GA~~ ~~RAMELA FITZGERALD ANDERTON~~ of 210 Whitehall Road East, Birkenshaw, Bradford, West Yorkshire ("the Vendors")
2. GEORGE ANDERTON & SON LIMITED whose registered office is at 2 Granville Court, Granville Mount, Otley, West Yorkshire ("the Purchaser")

PRELIMINARIES

1. George Anderton (Sales) Limited ("the Company") is a company incorporated under the Companies Act 1929 (Registered Number 368514) having an authorised share capital of £100 divided into 200 Ordinary Shares of £1 each of which 100 Ordinary Shares of £1 each are issued and fully paid or credited as fully paid
2. The Company has its registered office at The Manor House, Leathley, Otley, West Yorkshire
3. The Vendors are the beneficial owners and registered holders of 100 Ordinary Shares of £1 each in the Company ("the Anderton Shares") representing the whole issued share capital of the Company such shares being held in the proportions set out in the Schedule hereto
4. The Purchaser is a company incorporated under the Companies Acts 1862 to 1890 (Registered Number 35822) with an authorised share capital of £118,000 divided into 78,000 Ordinary Shares of £1 each of which 45,000 Ordinary Shares of £1 each are issued and fully paid or credited as fully paid and 40,000 Preference Shares of £1 each of which 37,200 Preference Shares of £1 each are issued and fully paid or credited as fully paid

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5. The Vendors have agreed to transfer the Anderton Shares to the Purchaser in consideration of the issue to the Vendors by the Purchaser of 280 Ordinary Shares of £1 each in the capital of the Purchaser for each of the Anderton Shares to the intent that the Purchaser shall hence become the beneficial owners of the whole of the issued share capital of the Company
  6. At an extraordinary general meeting of the Purchaser held on the 20th day of March 1991 it was resolved that the capital therefore be increased with a view to the acquisition of the issued share capital of the Company to its present figure of £118,000 by the creation of 28,000 Ordinary Shares of £1 each and it was further resolved to grant authority for the directors to allot the said new shares credited as fully paid to the Vendors pursuant to the said Agreement within the period of one year from the date of the resolution

OPERATIVE PROVISIONS whereby it is agreed by and between the parties as follows:

1. The Vendors shall sell as beneficial owner and the Purchaser shall purchase the Anderton Shares free from lien charge incumbrance or equity
2. As consideration for the said sale the Purchaser shall allot and issue to the Vendors 28,000 Ordinary Shares of £1 each in the capital of the Purchaser credited as fully paid in the proportions corresponding with the proportions in which the Anderton Shares are now held as set out in the Schedule hereto
3. Completion shall take place on or before 20th March 1991 whereupon:
  - a) The Vendors shall deliver to the Purchaser the appropriate Share Certificates and duly executed Stock Transfer forms in respect of the Anderton Shares

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b) The Purchaser shall issue and allot the said 28,000 Ordinary Shares in the Purchaser in accordance with Clause 2 above

4. As the holders of all the issued shares in the Company the Vendors hereby respectively waive their pre-emption rights under Regulation 8 of the Articles of Association of the Company in respect of the transfer of the Anderton Shares pursuant to this Agreement

AS WITNESS the hands of the parties hereto

THE SCHEDULE

<u>Vendors</u>	<u>No of Ordinary Share held in the Company</u>	<u>No of Ordinary Shares in the Purchaser to be allotted to each of the Vendors</u>
Michael Henry Lyon Anderton	99	27,720
<del>Pamela Fitzgerald Anderton</del> CAROLE ANN ANDERTON	1	280

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SIGNED by the said )  
MICHAEL HENRY LYON ANDERTON )

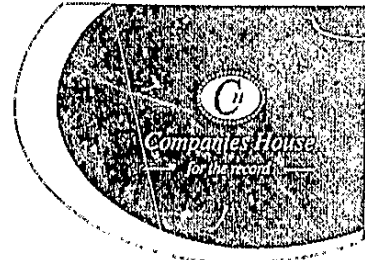
M. Lyon Anderton

SIGNED by the said )  
PAMELA FITZGERALD ANDERTON )  
 on behalf of George Anderton  
 & Son Limited.

Pamela F. Anderton.

SIGNED by CAROLE A ANDERTON )  
 on behalf of )  
GEORGE ANDERTON & SON LIMITED )

Anderton



Crown Way Cardiff CF14 3UZ  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

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