

THIS AGREEMENT dated
is made between:

18th December



1. **"The Vendors":** The persons whose names and addresses are set out in the first column of the Schedule hereto; and
2. **"The Purchaser":** Andaris Group Limited whose registered office is at 1 Mere Way, Ruddington, Nottingham NG11 6JF.

WHEREAS:

- 1 The Purchaser was incorporated on 10th July 1997 as a private company limited by shares and has an authorised share capital of £9,225,000 divided into 6,797,000 "A" Shares of 50p each and 11,653,000 "B" Shares of 50p each
- 2 Pharmaceutical Projects Limited ("the Company") was incorporated on 14th June 1994 in the Isle of Man as a private company limited by shares and has an authorised share capital of £2,000 divided into 20,000 ordinary shares of 10p each of which 10,000 have been issued credited as fully paid and are vested in the Vendors in the proportions set out in the second column of the Schedule hereto ("the Shares").
- 3 The Purchaser has agreed to purchase the Shares for an aggregate consideration of £2,900,000 which is to be satisfied by the allotment of 2,900,000 "A" shares of 50p each in the Purchaser credited as fully paid ("New Shares") in the proportions set out in the Schedule hereto.
- 4 The Shares vested in David Heath, Richard Johnson, Susan Heath and Sandra Wood are held by Abacus Nominees Limited as nominee for such Vendors.

NOW IT IS HEREBY AGREED as follows:

1 **SALE OF THE SHARES**

- 1.1 Subject to the terms of this Agreement each of the Vendors shall sell with full title guarantee and the Purchaser shall purchase the number of Shares vested in such Vendor free from all liens, charges and encumbrances and together with all rights attaching thereto.
- 1.2 The value attributed to each Share is £290 and each New Share shall be treated

