

254842

## SHARE SALE AND PURCHASE AGREEMENT



THIS AGREEMENT is made this 24<sup>th</sup> day of November 1999 by and between:

**ALLIANCE UNICHEM PLC**, a company incorporated in England and Wales, with its registered office at UniChem House, Cox Lane, Chessington, Surrey, KT9 1SN, England ("the Vendor")

and

**ALLIANCE UNICHEM OVERSEAS HOLDINGS LIMITED**, a company incorporated in England and Wales, with its registered office at UniChem House, Cox Lane, Chessington, Surrey, KT9 1SN, England ("the Purchaser")

### **WHEREAS:**

- (A) The Vendor is the registered and beneficial holder of eighteen thousand, five hundred and sixty nine (18,569) shares of FF 1,000 each ("the Shares") in the issued share capital of **Alliance Santé S.A.**, a company incorporated in Luxembourg, with its registered office at 16bd Grande Duchese Charlotte, 1330 Luxembourg ("the Company");
- (B) The Vendor wishes to sell and the Purchaser wishes to purchase the Shares on the terms and conditions hereinafter contained.

### **NOW, THEREFORE, IT IS HEREBY AGREED** as follows:

- 1. Subject to the terms and conditions hereof, the Vendor hereby sells the Shares to the Purchaser and the Purchaser hereby purchases the Shares from the Vendor, free from all liens, charges and encumbrances and with all rights attached thereto of whatever nature.
- 2. The consideration for the Shares shall be £17,382,632.12, to be satisfied by the allotment of 10,000 (ten thousand) fully paid £1 Ordinary Shares in the Purchaser.
- 3. This Agreement shall be governed by and construed in accordance with the laws of England.

**SIGNED** in two counterparts on the date hereinbefore mentioned.

For and on behalf of  
**ALLIANCE UNICHEM PLC**

For and on behalf of  
**ALLIANCE UNICHEM OVERSEAS  
HOLDINGS LIMITED**

*J. Ham*

*L. R. 2000*

