

2893214

SHARE PURCHASE AGREEMENT

DATED AND DELIVERED: 28th day of February 1995

PASSED FOR FILING

PARTIES:

- (1) NOVO HOLDINGS LIMITED whose registered office is at Aerodrome Way, Cranford Lane, Hounslow, Middlesex TW5 9QB ("Holdings"); and
- (2) NOVO OVERSEAS LIMITED whose registered office is at Aerodrome Way, Cranford Lane, Hounslow, Middlesex TW5 9QB ("Overseas").

WHEREAS

Holdings has agreed to sell and Overseas has agreed to purchase the interest in the shareholding of Holdings in Walport Telmar Scandinavia ApS ("the Shares") upon the terms set out below.

1. SALE AND PURCHASE

Holdings shall sell the Shares and Overseas shall purchase the Shares on and with effect from the date hereof, free from all encumbrances and together with all rights attaching or accruing thereto and all dividends and distributions declared, made or paid thereon or in respect thereof on or after the date hereof.

2. CONSIDERATION FOR THE SHARES

The consideration for the Shares shall be the sum of £433,435 and shall be payable by the issue of 433,435 new Nil % Redeemable Preference shares of £1 each of Novo Overseas Limited on the date hereof.



3. COMPLETION

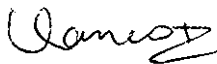
Completion shall take place immediately after signature and exchange hereof at the registered office of both parties and at which Holdings shall produce share certificates representing the Shares and a duly executed copy of this Agreement and Overseas shall deliver a duly executed copy of this Agreement and share certificates.


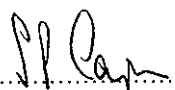
4. FURTHER ASSISTANCE

Holdings undertakes at its own expense to do and procure that any third party shall do any and all acts and execute any and all documents to properly vest the beneficial ownership of the Shares in Overseas.

EXECUTED as a Deed by the parties on the date which first appears in this Deed.

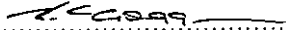
EXECUTED (but not delivered until
the date hereof) as a Deed by
NOVO HOLDINGS LIMITED
in the presence of:



) Director 
)
)
) Director/Secretary 

EXECUTED (but not delivered until
the date hereof) as a Deed by
NOVO OVERSEAS LIMITED
in the presence of:



) Director 
)
)
) Director/Secretary 