

Company number 4416704

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

12/14 PHARMACY LIMITED (**Company**)

9 MAY 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (**Special Resolution**)

SPECIAL RESOLUTION

The terms of an agreement between inter alia the Company and Mrs Z P Damani (**Seller**) for the purchase by the Company of 6 ordinary shares of £1 00 in the capital of the Company from the Seller as set out in the draft contract attached (Purchase Contract) be approved and the Company be authorised to enter into the Purchase Contract

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution

The undersigned, a person entitled to vote on the above resolutions on 9 May 2011, hereby irrevocably agrees to the Special Resolution

Signed by DR MOHAMED JAFFER

JESSA

Date

Signed by MOHAMED SHERALI

WALJI NANJI

Date

Signed by SAFIL WALJI

Date

WEDNESDAY



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COMPANIES HOUSE

m. Jaffer

9.5.11

[Signature]

9.5.11

[Signature]

9.5.11

NOTES

1 You can choose to agree to the Special Resolution or not. If you agree to the Special Resolution, please indicate your agreement by signing and dating this

document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to 16 Thorpe Avenue, Peterborough PE3 6LA
- **Post** returning the signed copy by post to 16 Thorpe Avenue, Peterborough PE3 6LA

If you do not agree to the Special Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement

3 Unless, by 5 June 2011, sufficient agreement has been received for the resolution to pass, it will lapse

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

DATED

2011

(1) ZAINAB PYARALI DAMANI
DR MOHAMED JAFFER JESSA
MOHAMED SHERALI WALJI NANJI
and
(2) 12/14 PHARMACY LIMITED

OFF-MARKET PURCHASE AGREEMENT

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THIS AGREEMENT is dated

2011

Parties

- (1) ZAINAB PYARALI DAMANI of 16 Thorpe Avenue, Peterborough PE3 6LA (ZPD)
DR MOHAMED JAFFA JESSA of 33 Wollaton Hall Drive, Wollaton Park, Nottingham NG8 1AF (MJJ),
MOHAMED SHERALI WALJI NANJI of 204 Fulbridge Road, Peterborough PE4 6SP (MSWN) (**Sellers**)
- (2) 12/14 PHARMACY LIMITED incorporated and registered in England and Wales with company number 4416704 whose registered office is at 16 Thorpe Avenue, Peterborough PE3 6LA (**Company**)

Background

- (A) The Sellers are the registered holders of the number of ordinary shares of £1 00 each in the capital of the Company as set out in the Schedule hereto (**Shares**)
- (B) It is proposed that the Company shall purchase the Shares from the Sellers for cancellation on the terms of this agreement

Agreed terms

1. Interpretation

The definitions in the background provision of this agreement shall apply to this agreement

2. Sale and purchase of shares

- 2 1 The Sellers agree to sell, or procure the sale of, the Shares with full title guarantee for a consideration shown in the Schedule hereto (**Consideration**) and the Company agrees to purchase them and to pay such consideration to the Sellers in the proportions set out against their respective names in the Schedule
- 2 2 The Sellers warrant that there are no liens, charges or other encumbrances over or in respect of the Shares
- 2 3 Completion of the sale and purchase of the Shares shall take place immediately on execution of this agreement at the offices of Buckles Solicitors LLP, when the Sellers shall deliver the share certificate(s) or other evidence of title to the Shares to the Company and the Company shall satisfy its

obligation to pay the consideration due in respect of the Shares by payment of the sum of the Consideration to the Sellers

3. Further assurance

The Sellers agree that, on being requested in writing by the Company to do so, they shall, at the Company's expense, immediately execute and sign all such deeds and documents and do all such things as may be reasonably necessary in order to give effect to the terms of this agreement

4. Governing law and jurisdiction

This agreement shall be governed by and construed in accordance with English law and the parties to this agreement irrevocably submit to the non-exclusive jurisdiction of the courts of England and Wales in respect of any claim, dispute or difference arising out of or in connection with this agreement

5. Entire agreement

This agreement constitutes the entire and only legally binding agreement between the parties relating to its subject matter and no variation of this agreement shall be effective unless made in writing and signed by or on behalf of all the parties and expressed to be such a variation

6 Agreement survives completion

This agreement shall remain in effect despite its completion

7. Counterparts

This agreement may be executed in any number of counterparts, each of which is an original and which together have the same effect as if each party had signed the same document

This agreement has been entered into on the date stated at the beginning of it

SCHEDULE

Seller	No of Shares Being Purchased	Consideration Price
ZPD	6	£6
MSWN	25	£225,000
MJJ	5	£5

Signed by SAFIL WALJI

for and on behalf of 12/14

Director

PHARMACY LIMITED

Signed by ZAINAB PYARALI

DAMANI

Signed by DR MOHAMED JAFFER

JESSA

Signed by MOHAMED SHERALI

WALJI NANJI