

4745915

1. P WILBY AND L WILBY
2. NEEDHAMS HOLDINGS LIMITED

SHARE SALE AGREEMENT
relating to the sale and purchase of all of the issued shares of
NEEDHAM (BUILDING CONTRACTORS) LIMITED



EDX
COMPANIES HOUSE

EPNSA003

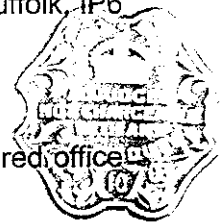
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THIS AGREEMENT is made on the 30 day of September 2003
BETWEEN:

1. **PAUL WILBY** of All Saints Barn, Church Lane, Creting St Mary, Ipswich, Suffolk, IP6 8QA and **LINDA WILBY** of All Saints Barn, Church Lane, Creting St Mary, Ipswich, Suffolk, IP6 8QA (the "**Shareholders**"); and
2. **NEEDHAMS HOLDINGS LIMITED** (Registered Number 4745915), whose registered office is at 27 Howard Street, Ipswich, Suffolk, IP4 4PL ("**HOLDINGS**").



BACKGROUND:

- (A) **NEEDHAM (BUILDING CONTRACTORS) LIMITED** (Registered No: 2644364) whose registered office is also at 27 Howard Street, Ipswich, Suffolk, IP4 4PL ("**NBCL**") has an authorised share capital of £1,000 divided into 1,000 ordinary shares of £1 each, 2 of which have been issued and are fully paid.
- (B) The Shareholders are the beneficial owners of the whole of the issued share capital of NBCL (the "**Shares**") as follows:-
- | <u>NBCL</u> | |
|-------------|---------------------|
| P Wilby | 1 ordinary £1 share |
| L Wilby | 1 ordinary £1 share |
- (C) **HOLDINGS** wishes to acquire the whole of the issued share capital of NBCL on the terms and conditions contained in this Agreement.

- (D) The consideration payable by HOLDINGS for the Shares shall be the allotment and issue of ordinary shares in HOLDINGS to the Shareholders as set out in this agreement.

OPERATIVE CLAUSES:

1. Sale of Shares

1.1 The Shareholders shall sell as beneficial owners, and HOLDINGS shall purchase, the Shares free from any charges, liens or encumbrances.

1.2 The Shareholders waive all rights of pre-emption over any of the Shares conferred by the Articles of Association of NBCL or otherwise.

2. Consideration

The consideration payable by HOLDINGS for the Shares shall be the allotment and issue (by way of definitive share certificates) by HOLDINGS of a total of 2 ordinary shares of £1 each credited as fully paid in the capital of HOLDINGS (the "**Consideration Shares**") to the Shareholders. The Consideration Shares shall be allotted as follows:-

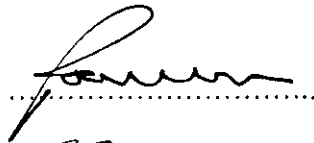
P Wilby	1 ordinary £1 share
L Wilby	1 ordinary £1 share

3. Completion

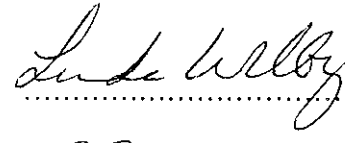
Completion of the sale and purchase of the Shares shall take place immediately on the signing of this agreement when the following shall occur:-

AS WITNESS this Agreement has been executed by the parties to this Agreement on the date stated above.

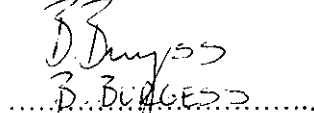
P Wilby



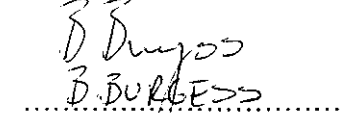
L Wilby



In the presence of:



In the presence of:



Witness Name:

B. BURGESS

Witness Name:

B. BURGESS

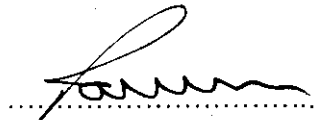
Witness Address:

37 SPRINGFIELD LANE
IPSWICH

Witness Address:

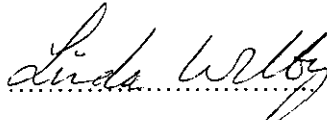
37 SPRINGFIELD LANE
IPSWICH

P Wilby - Director



For and on behalf of Needhams Holdings Limited

L Wilby - Secretary



For and on behalf of Needhams Holdings Limited