

SHARE PURCHASE AGREEMENT

THIS Share Purchase Agreement (this "Agreement") is made as of this 14 day of May, 2020, by and between _____, a company organized under the laws of _____ with its registered office at _____ and registered _____ ("Buyer"), and _____, a company organized under the laws of _____ with its registered office at _____ and registered _____ ("Seller").

WITNESSETH

WITNESSETH, Seller owns _____ shares (the "Shares") in _____, a company organized under the laws of _____ with registered office at _____, company number _____ (hereinafter the "Company"); and

WITNESSETH, Seller wishes to sell to Buyer, and Buyer desires to purchase from Seller, the Shares upon the terms and conditions set forth in this Agreement.

Now, THEREFORE, in consideration of the mutual covenants and undertakings contained herein, and subject to the terms and conditions herein set forth, and with the intent to be bound, the parties to this Agreement ("the Parties") hereto agree as follows:

ARTICLE I

DEFINITIONS

As used in this Agreement and the schedules hereto, the following terms have the respective meanings set forth below:

"Agreement" shall have the meaning set forth in the Preamble to this Agreement.

"Buyer" shall have the meaning set forth in the Preamble to this Agreement.

"Closing" shall have the meaning set forth in Section 4.1.

"Closing Date" shall have the meaning set forth in Section 4.1.

"Company" shall have the meaning set forth in the Recitals to this Agreement.

"Purchase Price" shall have the meaning set forth in Section 3.1.