

# Sample Share Purchase Agreement

This Share Purchase Agreement ("Agreement") is made and entered into as of **[Date]**, by and between:  
**[Seller's Full Name]**, residing at **[Seller's Address]** ("Seller");  
and **[Buyer's Full Name]**, residing at **[Buyer's Address]** ("Buyer").

## 1. Recitals

WHEREAS, the Seller is the legal and beneficial owner of **[Number]** fully paid ordinary shares ("Shares") of **[Company Name]**, a corporation incorporated under the laws of **[Jurisdiction]** (the "Company").

WHEREAS, the Buyer desires to purchase from the Seller, and the Seller desires to sell to the Buyer, the Shares, on the terms and conditions set forth herein.

## 2. Purchase and Sale

2.1 The Seller hereby agrees to sell, convey, assign, transfer and deliver to the Buyer, and the Buyer agrees to purchase from the Seller, the Shares, free and clear of all liens, encumbrances, charges, or claims.

2.2 The purchase price for the Shares shall be **[Amount] [Currency]** (the "Purchase Price").

2.3 The Purchase Price shall be payable by the Buyer to the Seller on the Closing Date by wire transfer or such other method as the parties may agree.

## 3. Representations and Warranties

3.1 The Seller represents and warrants that:

- The Seller is the sole legal owner of the Shares and has the full right and authority to transfer such Shares.
- The Shares are free from any liens, charges, or encumbrances.

3.2 The Buyer represents and warrants that the Buyer has full power and authority to enter into this Agreement and purchase the Shares.

## 4. Closing

The closing of the transactions contemplated by this Agreement (the "Closing") shall take place on **[Closing Date]** at such place as mutually agreed by the parties.

## 5. Miscellaneous

5.1 This Agreement constitutes the entire understanding between the parties and supersedes all prior agreements, whether written or oral, relating to the subject matter hereof.

5.2 This Agreement may be amended only in writing signed by both parties.

5.3 This Agreement shall be governed by and construed in accordance with the laws of **[Jurisdiction]**.

## IN WITNESS WHEREOF

The parties hereto have executed this Share Purchase Agreement as of the date first written above.

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Seller: [Seller's Full Name]

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Buyer: [Buyer's Full Name]

## Important Notes

- This is a basic template; legal advice should be sought for specific transactions.
- All blank fields must be completed with accurate and relevant information.
- Additional clauses may be required depending on the complexity of the investment and jurisdiction.
- Bilateral due diligence is recommended before signing.
- Board approval and compliance with company articles may be necessary for share transfers.