

3.06 Business Name

The Purchaser shall have the right to use the Name together with any variation thereof or any mark or device associated therewith as and from the Effective Date.

SECTION 4.00 - CONSIDERATION

4.01 Consideration

The consideration payable for the purchase of the Assets shall consist of:-

- ✓ (a) A payment of €350,000 payable on the Effective Date less any payments made by the Purchaser on behalf of the Vendor prior to Completion in relation to the Business (which payments have been agreed at €188,364 giving rise to a net amount payable at completion of €161,636). ✓
- ✓ (b) A further payment of €200,000 within 8 months of the Effective Date subject to the Business achieving a minimum EBITDA of €60,000 within the first six months after the Effective Date ✓
- (c) Subject to the deduction provided for in sub paragraph (e) below, a further payment of €200,000 within 14 months subject to the Business achieving a minimum EBITDA of €155,000 within the first twelve months after the Effective Date
- (c) ✓
- (d) A payment in respect of the Stock shall be made to the Vendor at Completion totalling €92,911 by reference to the stocktake dated 7th September 2024. The Stock shall be valued at cost by ABC Stocktaking Services Ltd (as an independent stock taker). Generic dispensary stocks shall be valued at the IPU List Price less a discount of 65%. Parallel Imported dispensary stock shall be valued at the IPU List Price less a discount of 22% and all other dispensary stock shall be valued at cost less a discount of 11%. Over the counter medicine stock will be valued at cost less 25%. Out of date, unsaleable (damaged) stock shall be excluded from the stock take. Dispensary stocks within four months of expiry shall be excluded from the stock take. The cost of the stock take shall be paid 50% by the Vendor and 50% by the Purchaser. The Vendor and / or the Purchaser can attend the stock take should they so wish.
- (d) A payment in respect of the Stock shall be made to the Vendor at Completion. The Stock shall be valued at cost on the day before Completion by ABC Stocktaking Services Ltd (as an independent stock taker). Generic dispensary stocks shall be valued at the IPU List Price less a discount of 65%. Parallel Imported dispensary stock shall be valued at the IPU List Price less a discount of 22% and all other dispensary stock shall be valued at cost less a discount of 11%. Over the counter medicine stock will be valued at cost less 25%. Out of date, unsaleable (damaged) stock shall be excluded from the stock take. Dispensary stocks

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