

# SPECIAL CONDITION

## Deed of Guarantee and Indemnity



This **DEED OF GUARANTEE AND INDEMNITY** is made the  day of

**BETWEEN:**

- A. The persons named as the Purchaser in the Agreement to which this Deed is annexed; and
- B. The directors of the company (if any) named as the Purchaser in the Agreement to which this Deed is annexed and whose names and addresses are set out in the Schedule to this Deed (“the Purchaser’s Directors”); and
- C. The persons named as the Vendor in the Agreement to which this Deed is annexed; and
- D. The directors of the company (if any) named as the Vendor in the Agreement to which this Deed is annexed and whose names and addresses are set out in the Schedule to this Deed (“the Vendor’s Directors”).

**IT IS AGREED AS FOLLOWS:**

1. In consideration of:
  - (i) the Vendor and Purchaser entering into the Agreement;
  - (ii) the terms of this Deed; and
  - (iii) the benefits conferred by the terms of this Deed on the Purchaser’s Directors and on the Vendor’s Directors:
    - 1.1 the Purchaser’s Directors **JOINTLY AND SEVERALLY UNCONDITIONALLY GUARANTEE** to the Vendor due and prompt observance and performance of all terms and conditions to be performed or observed on the part of the Purchaser pursuant to this Deed and **JOINTLY AND SEVERALLY AGREE TO INDEMNIFY** the Vendor in respect of any loss sustained by the Vendor as a result of any breach of the terms and conditions of the Agreement by the Purchaser; and
    - 1.2 the Vendor’s Directors **JOINTLY AND SEVERALLY UNCONDITIONALLY GUARANTEE** to the Purchaser due and prompt observance and performance of all terms and conditions to be performed or observed on the part of the Vendor pursuant to this Deed and **JOINTLY AND SEVERALLY AGREE TO INDEMNIFY** the Purchaser in respect of any loss sustained by the Purchaser as a result of any breach of the terms and conditions of the Agreement by the Vendor.
2. This Guarantee and Indemnity shall be a continuing guarantee and indemnity for the purpose of securing the performance of all of the terms and conditions set out in the Agreement or attached hereto notwithstanding any partial performance of such terms and conditions by the Purchaser or the Vendor.
3. In relation to the Vendor this Guarantee and Indemnity is independent of and in addition to any rights of the Vendor pursuant to the Agreement.
4. In relation to the Purchaser this Guarantee and Indemnity is independent of and in addition to any rights of the Purchaser pursuant to the Agreement.

Name and address of each of the Purchaser’s Directors	Name and address of each of the Vendor’s Directors

INITIALS

# SPECIAL CONDITION Deed of Guarantee and Indemnity



**EXECUTED AS A DEED** by the persons named in the Schedule above to signify their intention to be personally bound by the terms of this Deed.

## EXECUTION BY VENDOR'S DIRECTORS

**SIGNED** by the Vendor's Director

on the  day of

in the presence of:

\_\_\_\_\_  
Signature of by the Vendor's Director

Full name of by the Vendor's Director

\_\_\_\_\_  
Signature of Witness

Full name of Witness

**SIGNED** by the Vendor's Director

on the  day of

in the presence of:

\_\_\_\_\_  
Signature of by the Vendor's Director

Full name of by the Vendor's Director

\_\_\_\_\_  
Signature of Witness

Full name of Witness

**SIGNED** by the Vendor's Director

on the  day of

in the presence of:

\_\_\_\_\_  
Signature of by the Vendor's Director

Full name of by the Vendor's Director

\_\_\_\_\_  
Signature of Witness

Full name of Witness

**SIGNED** by the by the Vendor's Director

on the  day of

in the presence of:

\_\_\_\_\_  
Signature of by the Vendor's Director

Full name of by the Vendor's Director

\_\_\_\_\_  
Signature of Witness

Full name of Witness

**SIGNED** by the by the Vendor's Director

on the  day of

in the presence of:

\_\_\_\_\_  
Signature of by the Vendor's Director

Full name of by the Vendor's Director

\_\_\_\_\_  
Signature of Witness

Full name of Witness

**SIGNED** by the by the Vendor's Director

on the  day of

in the presence of:

\_\_\_\_\_  
Signature of by the Vendor's Director

Full name of by the Vendor's Director

\_\_\_\_\_  
Signature of Witness

Full name of Witness

INITIALS

# SPECIAL CONDITION Deed of Guarantee and Indemnity



## EXECUTION BY PURCHASER'S DIRECTORS

**SIGNED** by the Purchaser's Director

on the  day of    
in the presence of:

\_\_\_\_\_

Signature of Purchaser's Director

Full name of Purchaser's Director

\_\_\_\_\_

Signature of Witness

Full name of Witness

**SIGNED** by the Purchaser's Director

on the  day of    
in the presence of:

\_\_\_\_\_

Signature of Purchaser's Director

Full name of Purchaser's Director

\_\_\_\_\_

Signature of Witness

Full name of Witness

**SIGNED** by the Purchaser's Director

on the  day of    
in the presence of:

\_\_\_\_\_

Signature of Purchaser's Director

Full name of Purchaser's Director

\_\_\_\_\_

Signature of Witness

Full name of Witness

**SIGNED** by the Purchaser's Director

on the  day of    
in the presence of:

\_\_\_\_\_

Signature of Purchaser's Director

Full name of Purchaser's Director

\_\_\_\_\_

Signature of Witness

Full name of Witness

**SIGNED** by the Purchaser's Director

on the  day of    
in the presence of:

\_\_\_\_\_

Signature of Purchaser's Director

Full name of Purchaser's Director

\_\_\_\_\_

Signature of Witness

Full name of Witness

**SIGNED** by the Purchaser's Director

on the  day of    
in the presence of:

\_\_\_\_\_

Signature of Purchaser's Director

Full name of Purchaser's Director

\_\_\_\_\_

Signature of Witness

Full name of Witness

INITIALS