**DEED OF VARIATION OF AGREEMENT FOR SALE DATED [ ]**

**DATED [ ]**

**-BETWEEN-**

**[*PARTY 1*]**

**-AND-**

**[*PARTY 2*]**

**-IN RESPECT OF SALE AND PURCHASE OF-**

**LAND REFERENCE NUMBER [*INSERT THE PROPERTY DETAILS*]**

**Drawn By:-**

**CM AVOCATES LLP**

**MOMBASA OFFICE**

**Links Plaza, 4th Floor**

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**Mombasa.**

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**This DEED OF VARIATION of the Agreement for Sale [INSERT THE DATE OF THE AGREEMENT BEING VARIED]** is made on the ……………..day of……………….. **BETWEEN:**

1. **[PARTY 1],** a limited liability company incorporated under the Laws of Kenya as company number [ ] and of P.O. Box [ ], Kenya (hereinafter referred to as the “**Vendor**” which expression shall where the context admits include the Vendor’s successors and permitted assigns) of the one part; and
2. **[PARTY 2],** a limited liability company incorporated under the Laws of Kenya as company number [ ] and of P.O. Box [ ], Kenya (hereinafter referred to as the “**Purchaser**” which expression shall where the context admits include the Purchaser’s successors and permitted assigns) of the one part.

**WHEREAS:**

1. The parties entered in to an Agreement for Sale dated [ ] (hereinafter called the “**Agreement**”) for the sale and purchase of the Property known as [INDICATE THE PROPERTY DETAILS] as more particularly described under clause [ ] of the Agreement.
2. Pursuant to clause [ ] of the Agreement, the Completion Date for the sale and purchase of the Property was [ ].
3. The parties have agreed to vary the Completion Date in the Agreement for Sale

[OR SUCH OTHER REASON AS THE PARTIES MAY AGREE TO VARY THE AGREEMENT FOR].

1. This Deed is supplemental to the Agreement.

NOW THIS DEED WITNESSETH that in pursuance of clause [*STATE THE ENABLING CLAUSE IN THE AGREEMENT THAT ALLOWS FOR VARIATION*] of the Agreement and in consideration of the recitals above it is hereby MUTUALLY AGREED AND DECLARED by and between the parties hereto that the Agreement is hereby varied and amended TO THE INTENT THAT:

1. Paragraph ([ ]) of the Agreement is varied/amended by deleting it to its entirety and replacing it with the following paragraph:

*“[The Completion Date shall be [INSERT THE NEW COMPLETION DATE] or such other date as may be agreed upon by the parties in writing]”*

WHERE CONSIDERATION IS TO PASS FOR THE VARIATION TO BE EFFECTED, THEN THE APPROPRIATE INSTRUMENT WOULD BE A VARIATION AGREEMENT (AS A CONTRACT) AS OPPOSED TO A DEED OF VARIATION. THE VARIATION CLAUSE WOULD IN THAT READ AS FOLLOWS:

In consideration of the [Vendor **OR** Purchaser] paying the sum of [AMOUNT] to the [Vendor **OR** Purchaser] (receipt of which the [Vendor **OR** Purchaser] expressly acknowledges), the parties agree that the Agreement is varied by:

1. Unless otherwise provided in this Deed the words and terms defined in the Agreement shall bear the same respective meanings in this Deed.
2. In all other respects the Agreement as amended by the Deed shall remain unaltered and it shall henceforth be read and construed as if the paragraph(s) above set forth was substituted altered added or amended in the Agreement and the Agreement shall remain in full force and effect and binding on the parties as varied herein.
3. Each of the parties hereby agrees and confirms for the purposes of the Law of Contract Act (Chapter 23, Laws of Kenya) and the Land Act (Act Number 6 of 2012) that it has executed this Deed with the intention to bind itself to the contents hereof.
4. That the Vendor [OR THE PARTY ON WHOSE ACCOUNT THE AGREEMENT IS BEING VARIED] shall bear the cost of preparation of this Deed.

IN WITNESS whereof the parties hereto have duly executed this Deed the day and year first hereinbefore written.

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| --- | --- |
|  |  |
| **SEALED** with the Common Seal of the **Vendor**  in the presence of:    Director  I.D./Passport No.:  KRA Pin:    Director/Secretary  I.D./Passport No.:  KRA Pin:    Advocate | )  )  )  )  )  *[affix seal]*  )  )  )  )  )  )  )  )  )  )  )  ) |

**Certificate of Attestation**

**I CERTIFY** that ……………………….. and ………………….…………….. being the directors or a director and the company secretary who attested the affixation of the Common Seal of the Vendor appeared before me on the ……………. day of …………………… and being known to me/being identified by ……………………………...of……………………….......... acknowledged the above signatures or marks to be ~~his/hers/~~theirs and that ~~he/she~~/they had freely and voluntarily executed this Deed and understood its contents.

............................................................

**Advocate of the High Court of Kenya**

|  |  |
| --- | --- |
| **SEALED** with the Common Seal of the **Purchaser**  in the presence of:    Director  I.D./Passport No.:  KRA Pin:    Director/Secretary  I.D./Passport No.:  KRA Pin:    Advocate | )  )  )  )  )  *[affix seal]*  )  )  )  )  )  )  )  )  )  )  )  ) |

**Certificate of Attestation**

**I CERTIFY** that ……………………….. and ………………….…………….. being the directors or a director and the company secretary who attested the affixation of the Common Seal of the Purchaser appeared before me on the ……………. day of …………………… and being known to me/being identified by ……………………………...of……………………….......... acknowledged the above signatures or marks to be ~~his/hers/~~theirs and that ~~he/she~~/they had freely and voluntarily executed this Deed and understood its contents.

............................................................

**Advocate of the High Court of Kenya**

**Drawn By**

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