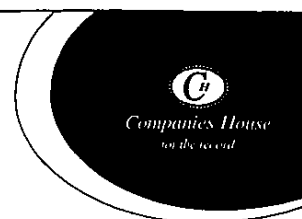


# SH02

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



☒ **What this form is for**  
You may use this form to give notice  
of consolidation, sub-division,  
redemption of shares or  
re-conversion of stock into shares

☐ **What this form is NOT for**  
You cannot use this form to give  
notice of a conversion of shares into  
stock

MONDAY



A27 16/05/2011 66  
COMPANIES HOUSE

### 1 Company details

Company number 06324278

Company name in full PERFORM GROUP PLC

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals  
  
All fields are mandatory unless  
specified or indicated by \*

### 2 Date of resolution

Date of resolution 07/04/2011

### 3 Consolidation

Please show the amendments to each class of share

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

### 4 Sub-division

Please show the amendments to each class of share

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
A ORDINARY	4,325,577	£1 00	155,720,772*	2 2/7 pence
B ORDINARY	571,000	£1 00	20,556,000*	2 2/7 pence
PREFERENCE	£38,930,180	£1 00	21,132,432* and	2 2/7 pence

### 5 Redemption

Please show the class number and nominal value of shares that have been redeemed  
Only redeemable shares can be redeemed

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	1,380,354 Deferred shares	
			2 2/7 pence	
			* new Ordinary shares	

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<b>6 Re-conversion</b>			
Please show the class number and nominal value of shares following re-conversion from stock			
New share structure			
Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

### Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

<b>7 Statement of capital (Share capital in pound sterling (£))</b>				
Please complete the table below to show each share classes held in pound sterling If all your issued capital is in sterling, only complete Section 7 and then go to Section 10				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	2 2/7 pence	N/A	197,409,204	£ 5,483,589
DEFERRED	2 2/7 pence	N/A	1,380,354,048	£ 38,343,168
				£
				£
<b>Totals</b>			1,577,763,252	£ 43,826,757

<b>8 Statement of capital (Share capital in other currencies)</b>				
Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency				
Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value
<b>Totals</b>				

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

**Continuation pages**  
Please use a Statement of Capital continuation page if necessary

③ Total number of issued shares in this class

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**Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate nominal value <sup>①</sup>

**① Total aggregate nominal value**  
Please list total aggregate values in different currencies separately. For example £100 + 100 + \$10 etc.

10

**Statement of capital (Prescribed particulars of rights attached to shares) <sup>②</sup>**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 7** and **Section 8**

Class of share

ORDINARY

Prescribed particulars

See continuation page

**② Prescribed particulars of rights attached to shares**

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Please use a Statement of capital continuation page if necessary

Class of share

DEFERRED

Prescribed particulars

See continuation page

Class of share

Prescribed particulars

## SH02 - continuation page

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10	Statement of capital (Prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	ORDINARY	
Prescribed particulars	<p><b>a VOTING RIGHTS</b></p> <p>At a general meeting of the company, on a vote on a resolution by a show of hands or on a poll every member who is present in person (or by a duly authorised corporate representative) shall have one vote and every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote</p> <p><b>b RIGHT TO PARTICIPATE IN A DISTRIBUTION OF DIVIDENDS</b></p> <p>The members are entitled to receive any dividends that the company may declare by ordinary resolution (subject to the provisions of the Companies Acts), but no dividend shall exceed the amount recommended by the board</p> <p>The members are also entitled to receive any interim dividends that the board may pay (subject to the provisions of the Companies Acts) if it appears to the board that they are justified by the profits of the company available for distribution</p> <p><b>c RIGHT TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL</b></p> <p>If the company is wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Insolvency Act 1986</p> <p>(a) divide among the members in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members,</p> <p>(b) vest the whole or any part of the assets in trustees for the benefit of the members, and</p> <p>(c) determine the scope and terms of those trusts,</p> <p>but no member shall be compelled to accept any asset on which there is a liability</p> <p><b>d REDEMPTION</b></p> <p>The Ordinary shares are not to be redeemed or liable to be redeemed</p>	<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>

## SH02 - continuation page

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10	Statement of capital (Prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	DEFERRED	
Prescribed particulars	<p><b>a VOTING RIGHTS</b></p> <p>None</p> <p><b>b RIGHT TO PARTICIPATE IN A DISTRIBUTION OF DIVIDENDS</b></p> <p>None</p> <p><b>c RIGHT TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL</b></p> <p>None</p> <p><b>d REDEMPTION</b></p> <p>The company may at its option at any time redeem all or any of the Deferred shares in issue at a price not exceeding 1 pence for all the shares redeemed at any one time (to be paid to such one of the holders who may be selected by the company), without notice to the holders of the Deferred shares</p>	

**① Prescribed particulars of rights attached to shares**  
The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share


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Class of share		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars		
Class of share		
Prescribed particulars		

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Signature

	I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X  X</p>	<p>② Societas Europaea</p> <p>If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership</p> <p>③ Person authorised</p> <p>Under either section 270 or 274 of the Companies Act 2006</p>
	<p>This form may be signed by:</p> <p>Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</p>	

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### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Janis Dillon

Company name Freshfields Bruckhaus Deringer LLP

Address 65 Fleet Street

London

Post town

County/Region

Postcode

E C 4 Y 1 H S

Country United Kingdom

DX

Telephone 020 7427 3117



### Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have entered the date of resolution in Section 2
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6
- ☐ You have completed the statement of capital
- ☐ You have signed the form



### Important information

Please note that all information on this form will appear on the public record.



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

**For companies registered in England and Wales**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)