

SH10

Notice of particulars of variation of rights attached to shares

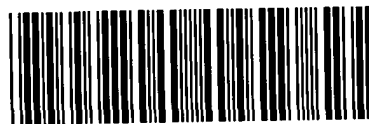


Companies House

☒ What this form is for
You may use this form to give notice
of particulars of variation of rights
attached to shares.

☒ What this form is for
You cannot use this form to give
notice of particulars of variation of
rights of class rights of a company
which is not a company with
limited liability. If you wish to
do this, please use form SH12.

MONDAY



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A15

14/05/2018

#219

COMPANIES HOUSE

For more information, please
visit the Companies House website at
www.gov.uk

1 Company details

Company number 06324278

Company name in full PERFORM GROUP LIMITED

→ 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 variation of rights

Date of variation of rights 08/05/2018

3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation

PLEASE SEE CONTINUATION PAGE.

Continuation pages
Please use a continuation page if
you need to enter more details.

4 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

AS Mutt

X

① **Societas Europaea**
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.

② **Person authorised**
Under either Section 270 or 274 of
the Companies Act 2006.

This form may be signed by:

Director ①, Secretary, Person authorised ②, Administrator, Administrative receiver,
Receiver, Receiver manager, Charity commission receiver and manager, CIC
manager.

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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 **Claire Crashaw**

Company name **PERFORM GROUP LIMITED**

Address **Hanover House**

Plane Tree Crescent

Post town **Feltham**

County/Region **Middlesex**

Postcode **T W 1 3 7 B Z**

Country

DX

Telephone

**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 variation of rights in section 2.
- ☐ You have provided details of the variation of rights in section 3.
- ☐ 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 or email 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

The A ordinary shares of 2 7/9p each (the *A Shares*), M ordinary shares of 2 7/9p each (the *M Shares*), Z ordinary shares of 2 7/9p each (the *Z Shares*) and G ordinary shares of 2 7/9p each (the *G Shares*) have the rights set out in the articles of association, as adopted by the Company on 8 May 2018 (the *Articles*). Following the reclassification of 5,250 I ordinary shares of 2 7/9p each (the *I Shares*) to 5,250 M Shares, there are no longer any I Shares in issue and the Articles do not confer any rights, or make any references, to the I Shares in the Articles. The Articles introduced the G Shares as a new class of shares issued by the Company.

Class of Share	A Ordinary Shares
<p>Prescribed Particulars</p>	<p>The A ordinary shares of 2 7/9 pence each (the <i>A Shares</i>) have the rights set out in the articles of association as adopted with effect from 8 May 2018 (pursuant to a special resolution dated 25 April 2018) (the <i>Articles</i>).</p> <p>In particular:</p> <p>(a) each holder of A Shares (the <i>A Shareholder</i>) is entitled to receive notice of, attend, speak and vote at any shareholder meeting. Each A Shareholder has one vote on a show of hands, and on a poll each A Share held carries one vote;</p> <p>A Shares have various customary majority shareholder protection rights, including to the effect that various matters are deemed variations of their class rights, therefore requiring A Shareholder class consent, as provided for in article 8.1 of the Articles (such matters include but are not limited to: (i) any alteration to the Articles; (ii) any alteration to any rights attaching to any shares in the Company; (iii) the allotment of any shares in the Company; (iv) the sale or transfer of the whole or a substantial part of the undertaking of the Company or any of its subsidiaries; (v) any material alteration to the structure of the Company's and its subsidiaries' business; and (vi) any listing or sale). The consent of the A Shareholder majority is also required for any other shareholder to grant an encumbrance over any M ordinary shares of 2 7/9 pence each (the <i>M Shares</i>) or G ordinary shares of 2 7/9 pence each (the <i>G Shares</i>);</p> <p>each A Shareholder has the right to, on serving notice, automatically have any/all M Shares that they hold converted by way of reclassification into an equal number of A Shares;</p> <p>(b) each A Shareholder is entitled to receive dividends on a pro rata and pari passu basis together with other A Shareholders, holders of M Shares (the <i>M Shareholders</i>) and holders of Z ordinary shares of 2 7/9 pence each (the <i>Z Shares</i>) (the <i>Z Shareholders</i>) (but subject to rights of holders of G Shares) (as provided for in article 5 of the Articles);</p> <p>(c) each A Shareholder is entitled to receive capital distributions (including on a winding up) on a pro rata and pari passu basis together with other A Shareholders, M Shareholders and Z Shareholders (but subject to rights of holders of G Shares) (as</p>

	<p>provided for in article 5 of the Articles); and</p> <p>(d) the A Shares are not liable to be redeemed at the instance of either the Company or an A Shareholder.</p> <p>Readers should review the Articles for more detail.</p>
Class of Share	M Ordinary Shares
Prescribed Particulars	<p>The M Shares have the rights set out in the Articles.</p> <p>In particular:</p> <p>(a) each M Shareholder is entitled to receive notice of, attend, speak and vote at any shareholder meeting. Each M Shareholder has one vote on a show of hands, and on a poll each M Share held carries one vote;</p> <p>M Shares have certain customary minority protection rights, including to the effect that various matters are deemed variations of their class rights, therefore requiring M Shareholder class consent (if they would reduce or adversely vary the rights attaching to the Z Shares, M Shares and G Shares), as provided for in article 8.3 of the Articles (such matters include but are not limited to: (i) capitalisation of profits; (ii) shares' entitlements upon a Liquidity Event (as defined in the Articles); (iii) certain pre-emption rights on issues of shares; (iv) drag-along rights; and (v) director appointment and quorum rights);</p> <p>(b) each M Shareholder is entitled to receive dividends on a pro rata and pari passu basis together with other M Shareholders, A Shareholders and Z Shareholders (but subject to rights of holders of G Shares) (as provided for in article 5 of the Articles);</p> <p>(c) each M Shareholder is entitled to receive capital distributions (including on a winding up) on a pro rata and pari passu basis together with other M Shareholders, A Shareholders and Z Shareholders (but subject to rights of holders of G Shares) (as provided for in article 5 of the Articles); and</p> <p>(d) the M Shares are not liable to be redeemed at the instance of either the Company or a M Shareholder.</p> <p>Readers should review the Articles for more detail.</p>

Class of Share	Z Ordinary Shares
<p>Prescribed Particulars</p>	<p>The Z Shares have the rights set out in the Articles.</p> <p>In particular:</p> <p>(a) each Z Shareholder is entitled to receive notice of, attend, speak and vote at any shareholder meeting. Each Z Shareholder has one vote on a show of hands, and on a poll each Z Share held carries one vote;</p> <p>Z Shares have certain customary minority protection rights, including to the effect that various matters are deemed variations of their class rights, therefore requiring Z Shareholder class consent (if they would reduce or adversely vary the rights attaching to the M Shares, Z Shares and G Shares), as provided for in article 8.3 of the Articles (such matters include but are not limited to: (i) capitalisation of profits; (ii) shares' entitlements upon a Liquidity Event; (iii) certain pre-emption rights on issues of shares; (iv) drag – along rights; and (v) director appointment and quorum rights). The Z Shareholders are also entitled to nominate for appointment and removal either: one director and one board observer; or two board observers;</p> <p>(b) each Z Shareholder is entitled to receive dividends on a pro rata and pari passu basis together with other Z Shareholders, A Shareholders and M Shareholders (but subject to rights of holders of G Shares) (as provided for in article 5 of the Articles);</p> <p>(c) each Z Shareholder is entitled to receive capital distributions (including on a winding up) on a pro rata and pari passu basis together with other Z Shareholders, A Shareholders and M Shareholders (but subject to rights of holders of G Shares) (as provided for in article 5 of the Articles);</p> <p>(d) the Z Shares are not liable to be redeemed at the instance of either the Company or a Z Shareholder.</p> <p>Readers should review the Articles for more detail.</p>
Class of Share	Deferred Shares
<p>Prescribed Particulars</p>	<p>The holders of Deferred Shares of 2 7/9 pence each (the <i>Deferred Shareholders</i>) have the rights set out in the Articles.</p> <p>In particular:</p> <p>(a) no Deferred Shareholder is entitled to receive notice of, attend, speak and vote at any shareholder meeting;</p> <p>(b) no Deferred Shareholder is entitled to receive dividends;</p>

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| | <p>(c) the Deferred Shareholders, as a class, are entitled to receive £1 in aggregate, on a pro rata basis on a distribution (including on a winding up) only if the A Shareholders, M Shareholders and Z Shareholders receive £1,000,000 or more per share pursuant to article 5.1(d) of the Articles; and</p> <p>(d) the Deferred Shares are not liable to be redeemed at the instance of either the Company or a Deferred Shareholder.</p> |
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Readers should review the Articles for more detail.