

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 NOT for**
You cannot use this form to give
notice of particulars of variation of
class rights of members of a
company without share
do this, please use form

THURSDAY



LD3

L8817IQX

20/06/2019

#38

COMPANIES HOUSE

1 Company details

Company number 0 6 3 2 4 2 7 8

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 0 6 0 6 2 0 1 9

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 *[Signature]* 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.

SH10**Notice of particulars of variation of rights attached to shares****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 **SORCHA HORROCKS-BURNS**

Company name **FRESHFIELDS BRUCKHAUS**

DERINGER LLP (REF 162696:0021)

Address **65 FLEET STREET**

Post town **LONDON**

County/Region **LONDON**

Postcode **E C 4 Y 1 H S**

Country **ENGLAND**

DX

Telephone **+44 20 7936 4000**

**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

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SH10 – continuation page

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3	Details of variation of rights	
Variation	Please give details of the variation of rights attached to shares.	
	<p>The Company adopted new articles of association with effect from 6 June 2019 (pursuant to a special resolution dated 6 June 2019) (the Articles). The rights of the A Shares, M Shares, Z Shares and G Shares are varied accordingly.</p> <p>In particular:</p> <p>(a) the Articles introduced the Preference Shares as a new class of shares issued by the Company, with the rights and restrictions set out in the Articles, in particular:</p> <p>(i) no Preference Shareholder is entitled to receive notice of, attend, speak and vote at any shareholder meeting;</p> <p>(ii) the rights attaching to the Preference Shares may be varied or abrogated by agreement between the company and the Lead Preference Shareholder in accordance with article 9.2;</p> <p>(iii) the Preference Shares have a cumulative preferential return per annum at a rate of 10 per cent of the issue value of each Preference Share, to be settled only in Conversion Shares (as provided for in article 4.3);</p> <p>(iv) no dividend may be proposed, declared or paid on any class of Share in the capital of the company, nor any other return of capital made for as long as conversion of the Preference Shares into Conversion Shares in accordance with article 7 has not occurred (as provided for in article 4.2);</p> <p>(v) the Preference Shares are convertible into the applicable Conversion Shares in accordance with article 7 on the earliest of the following Conversion Events:</p> <p>(a) a Third Party Issuance (as defined in the Articles);</p> <p>(b) a New Equity Issuance (as defined in the Articles); or</p> <p>(c) any step or action being taken by the Company in connection with a Distribution Issuance (as defined in the Articles); and</p> <p>(vi) the Preference Shares are not liable to be redeemed at the instance of either the Company or a Preference Shareholder;</p> <p>(b) the pre-emption provisions in article 11 were disapplied in respect of, amongst others, an allotment and/or issue of Shares:</p> <p>(i) which are Preference Shares up until an aggregate number of 7,656,250 Preference Shares have been issued; or</p> <p>(ii) which are M Shares up until an aggregate number of 7,682,657 M Shares have been issued.</p> <p>Readers should review the Articles for more detail.</p>	

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