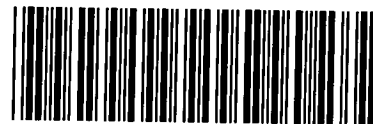


**SH01****Return of allotment of shares****Companies House****Go online to file this information**www.gov.uk/companieshouse

☒ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is for**
You cannot use this form to give notice of shares taken on formation of the company for an allotment of shares by an unlimited company.

MONDAY



L89A9ZHT
LD4 08/07/2019 #63
COMPANIES HOUSE

se
se**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 Allotment dates

From Date d d m m y y y y
To Date d d m m y y y y

1 Allotment date

If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allottedPlease give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)**2 Currency**

If currency details are not completed we will assume currency is in pound sterling.

Currency 2	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
USD	Preference	3,529,861	3.64 USD cents	\$100	0

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page

Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

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Return of allotment of shares

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
USD	A ORDINARY SHARES	362,105,367	1,318,063,535.88 USD cents	0
USD	M ORDINARY SHARES	36,586,443	133,174,652.52 USD cents	0
USD	Z ORDINARY SHARES	40,317,209	148,754,640.76 USD cents	0
Totals		439,009,019	1,597,992,829.16 USD cents	0

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		477,428,823	1,737,840,915.72 USD cents	0

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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Return of allotment of shares

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Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

A ORDINARY SHARES

Prescribed particulars
1

PLEASE SEE CONTINUATION SHEET.

Class of share

Z ORDINARY SHARES

Prescribed particulars
1

PLEASE SEE CONTINUATION SHEET.

Class of share

M ORDINARY SHARES

Prescribed particulars
1

PLEASE SEE CONTINUATION SHEET.

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director 2, Secretary, Person authorised 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH01**Return of allotment of 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 the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Shares allotted

② Currency

[illegible]

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Return of allotment of shares

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

Statement of capital

Complete a separate table for each currency.

06/16 Version 6.0

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A ORDINARY SHARES
Prescribed particulars	<p>The A ordinary shares of USD 3.64 cents each (the A Shares) have the rights set out in the articles of association as adopted with effect from 6 June 2019 (pursuant to a special resolution dated 6 June 2019) (the Articles).</p> <p>In particular:</p> <p>(a) each holder of A Shares (the A Shareholder) 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>(b) 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 9.1 of the Articles (such matters include but are not limited to:</p> <ul style="list-style-type: none"> (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). <p>The consent of the A Shareholder majority is also required for any other shareholder to grant an encumbrance over any M ordinary shares of USD 3.64 cents each (the M Shares) or G ordinary shares of USD 6.64 cents each (the G Shares);</p> <p>(c) 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>(d) 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 M Shareholders) and holders of Z ordinary shares of USD 3 389/600 cents each (the Z Shares) (the Z Shareholders) (but subject to rights of holders of G Shares) (as provided for in article 5 of the Articles);</p> <p>(e) 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 provided for in article 5 of the Articles); and</p> <p>(f) 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>

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
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>(b) 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 9.4 of the Articles (such matters include but are not limited to:</p> <ul style="list-style-type: none"> (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>(c) 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>(d) 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>(e) 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>	

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Z ORDINARY SHARES
Prescribed particulars	<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>(b) 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 9.4 of the Articles (such matters include but are not limited to:</p> <ul style="list-style-type: none"> (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). <p>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>(c) 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>(d) 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>(e) 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>

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	G ORDINARY SHARES	
Prescribed particulars	<p>The holders of G shares of USD 0.0364 (the G Shares) have the rights as set out in the Articles.</p> <p>In particular:</p> <p>(a) each G Shareholder is entitled to received notice of and attend and speak at any shareholder meeting;</p> <p>(b) no G Shareholder is entitled in his capacity as a G Shareholder to vote upon any resolution at any shareholder meeting;</p> <p>(c) G Shares have certain customary minority protection rights, including to the effect that various matters are deemed variations of their class rights, therefore requiring G 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 9.4 of the Articles (such matters include but are not limited to:</p> <ul style="list-style-type: none"> (i) capitalisation of profits; (ii) shares' entitlements upon a Liquidity Event; (iii) certain pre-emption rights on issue of shares; (iv) drag-along rights; and (v) certain G Share sale rights); <p>(d) each G Shareholder is entitled to receive dividends on a pro rata and pari passu basis together with other G Shareholders, Z Shareholders, A Shareholders and M Shareholders (as provided for in article 5 of the Articles), insofar as and to the extent that G Shares have vested;</p> <p>(e) each G Shareholder is entitled to receive capital distributions (including on a winding up) on a pro rata and pari passu basis together with other G Shareholders, Z Shareholders, A Shareholders and M Shareholders (as provided for in article 5 of the Articles), insofar as and to the extent that G Shares have vested;</p> <p>(f) G Shares shall be deemed to have vested on the basis set out in article 6 of the Articles.</p> <p>Readers should review the Articles for more detail.</p>	

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	DEFERRED SHARES
Prescribed particulars	<p>The holders of Deferred Shares of USD 3.64 cents each (the Deferred Shareholders) 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> <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> <p>Readers should review the Articles for more detail.</p>

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE SHARES	
Prescribed particulars	<p>The Preference Shares have the rights set out in the Articles.</p> <p>In particular:</p> <p>(a) no Preference Shareholder is entitled to receive notice of, attend, speak and vote at any shareholder meeting;</p> <p>(b) 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>(c) 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>(d) 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>(e) 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>(i) a Third Party Issuance (as defined in the Articles);</p> <p>(ii) a New Equity Issuance (as defined in the Articles); or</p> <p>(iii) any step or action being taken by the Company in connection with a Distribution Issuance (as defined in the Articles); and</p> <p>(f) the Preference Shares are not liable to be redeemed at the instance of either the Company or a Preference Shareholder.</p> <p>Readers should review the Articles for more detail.</p>	