

**Return of Allotment of Shares**Company Name: **PERFORM GROUP LIMITED**Company Number: **06324278**Received for filing in Electronic Format on the: **22/07/2019**

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Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
20/06/2019

| | | | |
|-------------------------|-------------------|-----------------------------|----------------|
| Class of Shares: | PREFERENCE | Number allotted | 1000000 |
| Currency: | USD | Nominal value of each share | 0.364 |
| | | Amount paid: | 100 |
| | | Amount unpaid: | 0 |

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|------------------|----------|--------------------------|---------------|
| Class of Shares: | A | Number allotted | 362105367 |
| | ORDINARY | Aggregate nominal value: | 1318063535.88 |
| | SHARES | | |
| Currency: | USD | | |

Prescribed particulars

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 2 AUGUST 2018 (PURSUANT TO A SPECIAL RESOLUTION DATED 2 AUGUST 2018) (THE ARTICLES). IN PARTICULAR: (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; (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 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 USD 3.64 CENTS EACH (THE M SHARES) OR G ORDINARY SHARES OF USD 3.64 CENTS EACH (THE G SHARES); (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; (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 3.64 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); (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 (F) THE A SHARES ARE NOT LIABLE TO BE REDEEMED AT THE INSTANCE OF EITHER THE COMPANY OR AN A SHAREHOLDER. READERS SHOULD REVIEW THE ARTICLES FOR MORE DETAIL.

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|-------------------------|-----------------|--------------------------|------------|
| Class of Shares: | DEFERRED | Number allotted | 200 |
| | SHARES | Aggregate nominal value: | 728 |
| Currency: | USD | | |

Prescribed particulars

THE HOLDERS OF DEFERRED SHARES OF USD 3.64 CENTS EACH (THE DEFERRED SHAREHOLDERS) HAVE THE RIGHTS SET OUT IN THE ARTICLES. IN PARTICULAR: (A) NO DEFERRED SHAREHOLDER IS ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT ANY SHAREHOLDER MEETING; (B) NO DEFERRED SHAREHOLDER IS ENTITLED TO RECEIVE DIVIDENDS; (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 (D) THE DEFERRED SHARES ARE NOT LIABLE TO BE REDEEMED AT THE INSTANCE OF EITHER THE COMPANY OR A DEFERRED SHAREHOLDER. READERS SHOULD REVIEW THE ARTICLES FOR MORE DETAIL.

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|-------------------------|-----------------|--------------------------|---------------------|
| Class of Shares: | G | Number allotted | 34889743 |
| | ORDINARY | Aggregate nominal value: | 126998664.52 |
| | SHARES | | |
| Currency: | USD | | |

Prescribed particulars

THE HOLDERS OF G SHARES OF USD 0.0364 EACH (THE G SHARES) HAVE THE RIGHTS AS SET OUT IN THE ARTICLES. IN PARTICULAR: (A) EACH G SHAREHOLDER IS ENTITLED TO RECEIVE NOTICE OF AND ATTEND AND SPEAK AT ANY SHAREHOLDER MEETING; (B) NO G SHAREHOLDER IS ENTITLED IN HIS CAPACITY AS A G SHAREHOLDER TO VOTE UPON ANY RESOLUTION AT ANY SHAREHOLDER MEETING; (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 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) CERTAIN G SHARE SALE RIGHTS); (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; (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; AND (F) G SHARES SHALL BE DEEMED TO HAVE VESTED ON THE BASIS SET OUT IN ARTICLE 6 OF THE ARTICLES. READERS SHOULD REVIEW THE ARTICLES FOR MORE DETAIL.

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|-------------------------|-----------------|---------------------------------|---------------------|
| Class of Shares: | M | Number allotted | 36586443 |
| | ORDINARY | Aggregate nominal value: | 133174652.52 |
| | SHARES | | |

Currency: USD

Prescribed particulars

THE M SHARES HAVE THE RIGHTS SET OUT IN THE ARTICLES. IN PARTICULAR: (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; (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 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); (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); (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 (E) THE M SHARES ARE NOT LIABLE TO BE REDEEMED AT THE INSTANCE OF EITHER THE COMPANY OR A M SHAREHOLDER. READERS SHOULD REVIEW THE ARTICLES FOR MORE DETAIL.

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| Class of Shares: | Z | Number allotted | 40317209 |
| | ORDINARY | Aggregate nominal value: | 146754640.76 |
| | SHARES | | |

Currency: USD

Prescribed particulars

THE Z SHARES HAVE THE RIGHTS SET OUT IN THE ARTICLES. IN PARTICULAR: (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; (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 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; (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); (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); AND (E) THE Z SHARES ARE NOT LIABLE TO BE REDEEMED AT THE INSTANCE OF EITHER THE COMPANY OR A Z SHAREHOLDER. READERS SHOULD REVIEW THE ARTICLES FOR MORE DETAIL.

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|------------------|------------|--------------------------|-------------|
| Class of Shares: | PREFERENCE | Number allotted | 4529861 |
| Currency: | USD | Aggregate nominal value: | 16488694.04 |

Prescribed particulars

THE HOLDERS OF G SHARES OF USD 0.0364 EACH (THE G SHARES) HAVE THE RIGHTS AS SET OUT IN THE ARTICLES. IN PARTICULAR: (A) EACH G SHAREHOLDER IS ENTITLED TO RECEIVE NOTICE OF AND ATTEND AND SPEAK AT ANY SHAREHOLDER MEETING; (B) NO G SHAREHOLDER IS ENTITLED IN HIS CAPACITY AS A G SHAREHOLDER TO VOTE UPON ANY RESOLUTION AT ANY SHAREHOLDER MEETING; (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 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) CERTAIN G SHARE SALE RIGHTS); (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; (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; AND (F) G SHARES SHALL BE DEEMED TO HAVE VESTED ON THE BASIS SET OUT IN ARTICLE 6 OF THE ARTICLES. READERS SHOULD REVIEW THE ARTICLES FOR MORE DETAIL.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|----------------------|
| Currency: | USD | Total number of shares: | 478428823 |
| | | Total aggregate nominal value: | 1741480915.72 |
| | | Total aggregate amount unpaid: | 0 |

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.