

SH10

Notice of particulars of variation of rights attached to shares

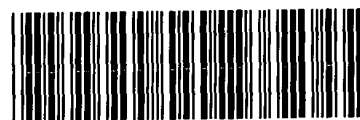


Companies House

☒ **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
class rights of a company without
doing this, please use form SH10A

FRIDAY



A04 18/02/2022 #160
COMPANIES HOUSE

please
gov.uk

1 Company details

Company number 0 6 3 2 4 2 7 8

Company name in full DAZN 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 2 9 1 2 2 0 2 1

3 Details of variation of rights

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

Variation

The company adopted new articles of association with effect from 29 December 2021 (pursuant to a special resolution dated 29 December 2021). The rights of the A Ordinary Shares, M Ordinary Shares, G Ordinary Shares, Z Ordinary Shares, Deferred Shares, Growth Preference Shares and Preference Shares are varied accordingly.

In particular:

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

X

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.

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.

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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 **DAZN GROUP LIMITED**

Address **HANOVER HOUSE, PLANE TREE**

CRESCENT

Post town **FELTHAM**

County/Region

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

Country **UNITED KINGDOM**

DX

Telephone **07970169554**

**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

SH10 – continuation page

Notice of particulars of variation of rights attached to shares

3

Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>(a) The articles introduced the Growth Preference Shares as a new class of shares issued by the company, with certain rights and restrictions, in particular:</p> <ul style="list-style-type: none"> (i) no Growth Preference Shareholder is entitled to receive notice of, attend, speak and vote at any shareholder meeting; (ii) the rights attaching to the Growth Preference Shares may be varied or abrogated by agreement between the company and the Lead Growth Preference Shareholder; (iii) the Growth Preference Shares have a cumulative preferential return per annum at a rate of 30 per cent of the issue value of each Growth Preference Share (compounded quarterly); (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 any Shortfall is outstanding or such payment is prohibited by a Finance Document; (v) the Growth Preference Shares are convertible into the applicable Growth Preference Conversion Shares on the earliest of the following Conversion Events: <ul style="list-style-type: none"> (a) a Third Party Issuance; (b) a Listing; or (c) a Growth Preference Conversion Notice; and (vi) the Growth Preference Shares are not liable to be redeemed at the instance of either the company or a Growth Preference Shareholder. <p>(b) Pre-emption provisions were disapplied in respect of, amongst others, an allotment and/or issue of 581,598,104 shares.</p> <p>(c) Pursuant to a recapitalisation that the company carried out on 29 December 2021, the following shares were issued:</p> <ul style="list-style-type: none"> (i) 468,360,491 A Ordinary Shares (209,961,110 of which are bonus shares); and (ii) 22,252,919 Growth Preference Shares. <p>(d) Rights attaching to the Preference Shares were amended such that the issuance of 243,093,259 A Ordinary Shares to AI Perform Holdings LLP and its affiliates constituted a New Equity Issuance (as defined in the share rights attaching to such shares).</p>	

SH10 – continuation page

Notice of particulars of variation of rights attached to shares

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Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>(e) G Ordinary Shares were converted into Deferred Shares on a one for one share basis; and (ii) all Preference Shares were converted into A Ordinary Shares on a one for one share basis, their rights amended accordingly.</p> <p>(f) Rights attaching to A Ordinary Shares, M Ordinary Shares, Z Ordinary Shares and Deferred Shares were varied on the basis of the articles generally, including ability of directors to capitalise profits without shareholder consent in order to give effect to share rights and subordination to Growth Preference Shares on a liquidity event.</p> <p>(g) Rights attaching to the A Ordinary Shares, M Ordinary Shares, Z Ordinary Shares and Deferred Shares were varied by the amendment of the right of the holders of M Ordinary Shares to sell any or all of their M Ordinary Shares to the Major A Shareholder pursuant to the Sale Right.</p>	