



SH01

Return of allotment of shares



Companies House



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

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

TUESDAY



A8BRQX55
A03 13/08/2019 #2
COMPANIES HOUSE
A8ARZHV
A08 30/07/2019 #160
COMPANIES HOUSE

1 Company details

Company number 0 9 9 1 5 7 4 3
Company name in full Element Materials Technology 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 2 d^d 2 m^m 0 m^m 7 y^y 2 y^y 0 y^y 1 y^y 9
To Date d^d d^d m^m m^m y^y y^y 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 allotted

Please 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	B Priority Shares	660,643	0.00000001	1.00	0
USD	A4 Ordinary Shares	84	0.0000001	675.69047619	0
USD	A4 Ordinary Shares	843	0.0000001	675.68090154	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)

N/A

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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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

USD	Please see the continuation pages			
Totals				

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
570,530,684	US\$5,677.19856537	US\$0.00

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

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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.

Class of share

A Priority

Prescribed particulars

Please see the continuation pages.

① 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

A1 Ordinary

Prescribed particulars

The A1 Ordinary Shares have attached to them full voting rights; entitled to receive dividends on those Shares on a pro-rata basis with all holders of the Equity Shares; the right to participate in capital distributions (including on winding up) exists on a pro-rata basis with the Equity Shares after first paying the holders of the Priority Shares an amount equal to the subscription price. They do not confer rights of redemption.

Class of share

A2 Ordinary

Prescribed particulars

The A2 Ordinary Shares have no voting rights; entitled to receive dividends on those Shares on a pro-rata basis with all holders of the Equity Shares; the right to participate in capital distributions (including on winding up) exists on a pro-rata basis with the Equity Shares after first paying the holders of the Priority Shares an amount equal to the subscription price. They do not confer rights of redemption.

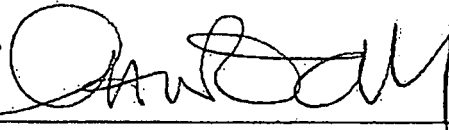
6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

② 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.

③ Person authorised

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

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver 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	THOMAS MADDIN					
Company name	ALLEN & OVERY LLP					
Address	ONE BISHOPS SQUARE					
Post town	LONDON					
County/Region						
Postcode	E	1	6	A	D	
Country	UNITED KINGDOM					
DX						
Telephone	0203 088 0000					

**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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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)

For the 2,536 A1 Ordinary Shares and the 1,803,490 B Priority Shares: a principal amount of unsecured redeemable Short Term Loan Notes 2026 issued by EMT Holdings Limited, equal to USD 1,806,026.20

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
USD	A Priority	368,192,755	US\$3,681.92755	
USD	A1 Ordinary	784,208	US\$78.4208	
USD	A2 Ordinary	38,904	US\$3.8904	
USD	A3 Ordinary	20,110	US\$603.30	
USD	A4 Ordinary	259,068	US\$0.259068	
USD	B Ordinary	1,460,713	US\$146.0713	
USD	B Priority	199,704,737	US\$1.99704737	
USD	B1 Ordinary	64,924	US\$6.4924	
USD	C Ordinary	4	US\$1,000.00	
USD	M Ordinary	100	US\$0.01	
USD	A1A Ordinary Shares	5,161	US\$154.83	
Totals		570,530,684	US\$5,677.19856537	US\$0.00

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

Class of share	A Priority	
Prescribed particulars	<p>The Priority Shares do not entitle the holder to vote; the Priority Shares have no right to participate in any distribution with respect of any other Shares but the Company may determine to distribute any Available Profits amongst the holders of the Priority Shares (according to the number of such Shares held) up to an amount equal to the Priority Amount as at the time of such distribution; on a return of capital the surplus assets remaining after the payment of its liabilities and all other payments to be made in priority to each holder of Priority Shares the Priority Subscription Amount and the Priority Amount for each Priority Share shall rank pari passu, such that the distribution shall be paid pro rata to the relevant holder's holding of Priority Shares until such point as, in respect of each Priority Share, the Priority Subscription Amount and the Priority Amount have been paid; they do not confer any rights of redemption.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A3 Ordinary	
Prescribed particulars	<p>The A3 Ordinary Shares have attached to them full voting rights; entitled to receive dividends on those Shares on a pro-rata basis with all holders of the Equity Shares; the right to participate in capital distributions (including on winding up) exists on a pro-rata basis with the Equity Shares after first paying the holders of the Priority Shares and, if any balance, up to a maximum of £5,000 in aggregate. They do not confer rights of redemption.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	A4 Ordinary	
Prescribed particulars	<p>The A4 Ordinary Shares have attached to them full voting rights; entitled to receive dividends on those Shares on a pro-rata basis with all holders of the Equity Shares; the right to participate in capital distributions (including on winding up) exists on a pro-rata basis with the Equity Shares after first paying the holders of the Priority Shares an amount equal to the subscription price. They do not confer rights of redemption.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	B Ordinary	
Prescribed particulars	<p>The B Ordinary Shares have no voting rights; entitled to receive dividends on those Shares on a pro-rata basis with all holders of the Equity Shares; the right to participate in capital distributions (including on winding up) exists on a pro-rata basis with the Equity Shares after first paying the holders of the Priority Shares an amount equal to the subscription price. Rights of redemption exist.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Priority	
Prescribed particulars	<p>The Priority Shares do not entitle the holder to vote; the Priority Shares have no right to participate in any distribution with respect of any other Shares but the Company may determine to distribute any Available Profits amongst the holders of the Priority Shares (according to the number of such Shares held) up to an amount equal to the Priority Amount as at the time of such distribution; on a return of capital the surplus assets remaining after the payment of its liabilities and all other payments to be made in priority to each holder of Priority Shares the Priority Subscription Amount and the Priority Amount for each Priority Share shall rank pari passu, such that the distribution shall be paid pro rata to the relevant holder's holding of Priority Shares until such point as, in respect of each Priority Share, the Priority Subscription Amount and the Priority Amount have been paid; they do not confer any rights of redemption.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	B1 Ordinary	
Prescribed particulars	<p>The B1 Ordinary Shares have no voting rights; any Available Profits shall be distributed amongst the Equity Shareholders according to the aggregate Paid Up Value; on a return of capital, the Priority Shareholders shall be paid first (including the Priority Subscription Amount and the Priority Amount), second the Equity Shares shall rank pari passu and be paid pro-rata; they do not confer any rights of redemption.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	C Ordinary	
Prescribed particulars	<p>The C Ordinary Shares have no voting rights; entitled to receive dividends on those Shares on a pro-rata basis with all holders of the Equity Shares; the right to participate in capital distributions (including on winding up) exists on a pro-rata basis with the Equity Shares after first paying the holders of the Priority Shares an amount equal to the subscription price. They do not confer rights of redemption.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	M Ordinary	
Prescribed particulars	<p>The M Ordinary Shares have no voting rights; not entitled to receive dividends on those Shares;</p> <p>the right to participate in capital distributions (including on winding up) exists and on return of capital on liquidation or otherwise (except on redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all other payments to be made in priority (including, for the avoidance of doubt, any debts arising from non-payment of the Priority Amount and all other sums payable in priority) shall be first applied to the M Ordinary Shares:</p> <p>(a) in connection with a sale of a Sale Controlling Interest where the Majority Investors exercise their rights pursuant to Article 15 that is completed on or prior to 13 February 2021, in paying to the holders of the M Ordinary Shares such aggregate gross amount (if any) as would, when taken together with all other gross proceeds payable to the Minority Investors and the Minority Investor Associates (taken together) in respect of the Securities held by them in connection with such sale (which, in the case of non-cash proceeds, shall be taken as an amount equal to the value of those non-cash proceeds as determined by agreement between the Majority Investors and the Minority Investors or, in the absence of such agreement, the Independent Expert), provide the Minority Investors and the Minority Investor Associates (taken together) with an IRR of 15% (such payment to be paid pro rata to the relevant holder's holding of M Ordinary Shares); or</p> <p>(b) in connection with a sale of a Sale Controlling Interest where the Majority Investors exercise their rights pursuant to Article 15 that is completed after 13 February 2021 but on or prior to 13 February 2022, in paying to the holders of the M Ordinary Shares such aggregate gross amount (if any) as would, when taken together with all other gross proceeds received by the Minority Investors and the Minority Investor Associates (taken together) in respect of the Securities held by them in connection with such sale (which, in the case of non-cash proceeds, shall be taken as an amount equal to the value of those non-cash proceeds as determined by agreement between the Majority Investors and the Minority Investors or, in the absence of such agreement the Independent Expert), provide the Minority Investors and the Minority Investor Associates (taken together) with the Third Year Minority Investor Return (such payment to be paid pro rata to the relevant holder's holding of M Ordinary Shares); or</p> <p>(c) in connection with any Quotation where admission to trading occurs on or before 13 August 2020, in effecting the conversion of the M Ordinary Shares into such number of Quotation Shares which when aggregated with all other Quotation Shares received by the Minority Investors and the Minority Investor Associates (taken together) in accordance with these Articles, in respect of the Securities held by them, provide the Minority Investors and the Minority Investor Associates (taken together) with an IRR of not less than 10% (assuming for the purposes of such calculation that all Quotation Shares held by the Minority Investors and Minority Investor Associates are sold at the Quotation Price); or</p> <p>(d) on any other return of capital, in paying to each holder of M Ordinary Shares, nil</p> <p>They do not confer rights of redemption.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	A1A Ordinary	
Prescribed particulars	<p>The A1A Ordinary Shares have attached to them full voting rights; entitled to receive dividends on those Shares on a pro-rata basis with all holders of the Equity Shares; the right to participate in capital distributions (including on winding up) exists on a pro-rata basis with the Equity Shares after first paying the holders of the Priority Shares an amount equal to the subscription price. They do not confer rights of redemption.</p>	