



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 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



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20/10/2020

#299

COMPANIES HOUSE

**1 Company details**

Company number 09915743

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 ①**

From Date 3 0 0 9 2 0 2 0  
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 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        | D ORDINARY                                      | 60,588,333                | 0.0001                      | 1.00  | 0.00   |
|            |   |                           |                             |   |  |
|            |   |                           |                             |   |  |

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<br>(£, €, \$, etc)             | Total aggregate amount<br>unpaid, if any (£, €, \$, etc)  |
|--|-------------------------------|-------------------------------|--|---|
| Complete a separate<br>table for each currency | E.g. Ordinary/Preference etc. |                               | Number of shares issued<br>multiplied by nominal value | Including both the nominal<br>value and any share premium |
| <b>Currency table A</b>                        |                               |                               |  |   |
| USD  | Please see continuation pages |                               |  |   |
|  |                               |                               |  |   |
|  |                               |                               |  |   |
|  | <b>Totals</b>                 |                               |  |   |
| <b>Currency table B</b>                        |                               |                               |  |   |
|  |                               |                               |  |   |
|  |                               |                               |  |   |
|  |                               |                               |  |   |
|  | <b>Totals</b>                 |                               |  |   |
| <b>Currency table C</b>                        |                               |                               |  |   |
|  |                               |                               |  |   |
|  |                               |                               |  |   |
|  |                               |                               |  |   |
|  | <b>Totals</b>                 |                               |  |   |
| <b>Totals (including continuation pages)</b>   |                               | <b>Total number of shares</b> | <b>Total aggregate nominal value ❶</b>                 | <b>Total aggregate amount unpaid ❶</b>                    |
|  |                               | 639,822,074                   | \$11,750.25078261                                      | \$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

Please see continuation sheets

Prescribed particulars

①

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

**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.

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**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.

**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.

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## 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  | Beth Tulley       |
| Company name  | Allen & Overy LLP |
| Address       | One Bishop Square |
| Post town     | London            |
| County/Region | London            |
| Postcode      | E 1 6 A D         |
| Country       | United Kingdom    |
| DX            |                   |
| Telephone     | 02030880000       |

**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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

## Shares allotted

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

06/16 Version 6.0

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

| Currency                                       | Class of shares               | Number of shares | Aggregate nominal value<br>(£, €, \$, etc)             | Total aggregate amount<br>unpaid, if any (£, €, \$, etc)  |
|--|-------------------------------|------------------|--|---|
| Complete a separate<br>table for each currency | E.g. Ordinary/Preference etc. |                  | Number of shares issued<br>multiplied by nominal value | Including both the nominal<br>value and any share premium |
| USD  | A Priority                    | 368,192,755      | US\$3,681.92755 ✓                                      |   |
| USD  | B Priority                    | 208,266,461      | US\$2.08266461 ✓                                       |   |
| USD  | A1 Ordinary                   | 784,208          | US\$78.4208  |   |
| USD  | A2 Ordinary                   | 50,925           | US\$5.0925 ✓   |   |
| 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  | B1 Ordinary                   | 64,924           | US\$6.4924 ✓   |   |
| USD  | B2 Ordinary                   | 64,656           | US\$6.4656 ✓   |   |
| USD  | B3 Ordinary                   | 64,656           | US\$6.4656 ✓   |   |
| USD  | C Ordinary                    | 4                | US\$1,000.00 ✓   |   |
| USD  | D Ordinary                    | 60,588,333       | US\$6,058.8333   |   |
| USD  | M Ordinary                    | 100              | US\$0.01 ✓   |   |
| USD  | A1A Ordinary                  | 5,161            | US\$154.83 ✓   |   |
|  |                               |                  |  |   |
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|  |                               |                  |  |   |
|  |                               |                  |  |   |
|  |                               |                  |  |   |
| Totals   |                               | 639,822,074      | \$11,750.25078261                                      | \$0.00  |

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## Return of allotment of shares

| 5                      | 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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### Return of allotment of shares

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#### 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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## Return of allotment of shares

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

|                        |  |  |
|------------------------|--|--|
| Class of share         | A1 Ordinary  |  |
| Prescribed particulars | <p>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 (other than the B2 Ordinary 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 Priority Subscription Amount and the Priority Amount in respect of each Priority Share. They do not confer rights of redemption.</p> |  |

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## Return of allotment of shares

| 5                      | Statement of capital (prescribed particulars of rights attached to shares)  |  |
|------------------------|---|--|
| Class of share         | A2 Ordinary   |  |
| Prescribed particulars | <p>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 (other than the B2 Ordinary 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 Priority Subscription Amount and the Priority Amount in respect of each Priority Share. They do not confer rights of redemption.</p> |  |

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## Return of allotment of shares

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### 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 (other than the B2 Ordinary 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 Priority Subscription Amount and the Priority Amount in respect of each Priority Share, 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 (other than the B2 Ordinary 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 Priority Subscription Amount and the Priority Amount in respect of each Priority Share. They do not confer rights of redemption.</p> |  |

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## Return of allotment of shares

| 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 (other than the B2 Ordinary 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 Priority Subscription Amount and the Priority Amount in respect of each Priority Share. Rights of redemption exist.</p> |  |

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## Return of allotment of shares

| 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; entitled to receive dividends on those Shares on a pro-rata basis with all holders of the Equity Shares (other than the B2 Ordinary 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 Priority Subscription Amount and the Priority Amount in respect of each Priority Share. Rights of redemption exist.</p> |  |

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## Return of allotment of shares

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

| Class of share         | B2 Ordinary  |  |
|------------------------|--|--|
| Prescribed particulars | <p>The B2 Ordinary Shares have no voting rights; no entitlement to dividends; the right to participate in capital distribution (including on winding up) exists on a pro rata basis with the Equity Shares up to a maximum amount of US\$20 per B2 Ordinary Share, after first paying the holders of the Priority Shares an amount equal to the Priority Subscription Amount and the Priority Amount in respect of each Priority Share; they do not confer any rights of redemption.</p> |  |



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## Return of allotment of shares

| 5                      | Statement of capital (prescribed particulars of rights attached to shares)   |  |
|------------------------|--|--|
| Class of share         | B3 Ordinary  |  |
| Prescribed particulars | <p>The B3 Ordinary Shares have no voting rights; holders of B3 Ordinary Shares are entitled to receive dividends on those shares on a pro rata basis with all holders of the Equity Shares (other than the B2 Ordinary Shares); the right to participate in capital distribution (including on winding up) exists, subject to the holders of B2 Ordinary Shares first having received US \$20 per B2 Ordinary Share, on a pro rata basis with the Equity Shares, after first paying the holders of the Priority Shares an amount equal to the Priority Subscription Amount and the Priority Amount in respect of each Priority Share; they do not confer any rights of redemption.</p> |  |

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## Return of allotment of shares

### 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 (other than the B2 Ordinary 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 Priority Subscription Amount and the Priority Amount in respect of each Priority Share. They do not confer rights of redemption.</p> |  |

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## Return of allotment of shares

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

|                        |  |  |
|------------------------|--|--|
| Class of share         | D Ordinary   |  |
| Prescribed particulars | <p>The D Ordinary Shares do not entitle the holder to vote; the D Ordinary 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 D Ordinary Shares (according to the number of such Shares held) up to an amount equal to the D Payment Amount as at the time of such distribution; on a return of capital the surplus assets remaining after payment of its liabilities and all other payments to be made in priority to each holder of D Ordinary Shares the D Subscription Amount and the D Payment Amount shall rank pari passu, such that the distribution shall be paid pro rata to the relevant holder's holding of D Ordinary Shares until such point as, in respect of each D Ordinary Share, the D Subscription Amount and the D Payment Amount have been paid; they do not confer any rights of redemption.</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  |  |
| 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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### 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 Priority Subscription Amount and the Priority Amount in respect of each Priority Share. They do not confer rights of redemption.</p> |  |