

Paperclip
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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
on formation of the company
for an allotment of a new
share by an unlimited company.

TUESDAY



A14 *AB75L342* 28/06/2022 #265
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 ¹

From Date d 0 d 1 m 0 m 6 y 2 y 0 y 2 y 2
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	B Ordinary	143,235	0.0001	0.22	0.00
USD	E Ordinary	2,353	0.00001	2.82	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 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	Please see continuation pages			
		Totals		

Currency table B				
		Totals		

Currency table C				
		Totals		

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ^①	Total aggregate amount unpaid ^①
640,674,781	\$12,326.52128261	\$0.00

^① 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 pages

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

DocuSigned by:

Ruth C. R.

D98B2C79AF584F9...

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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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	Warren Ma
Company name	Allen & Overy LLP
Address	One Bishops Square
Post town	London
County/Region	London
Postcode	E 1 6 A D
Country	United Kingdom
DX	
Telephone	+44 20 3088 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

3 Shares allotted

② Currency

[illegible]

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

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

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

06/16 Version 6.0

In accordance with
Section 555 of the
Companies Act 2006.

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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>	

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

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>

In accordance with
Section 555 of the
Companies Act 2006.

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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>	

In accordance with
Section 555 of the
Companies Act 2006.

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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>	

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

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 (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>	

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

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>	

In accordance with
Section 555 of the
Companies Act 2006.

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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>	

In accordance with
Section 555 of the
Companies Act 2006.

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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>	

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

5	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>	

In accordance with
Section 555 of the
Companies Act 2006.

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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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Section 555 of the
Companies Act 2006.

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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 (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>	

In accordance with
Section 555 of the
Companies Act 2006.

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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>	

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

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

Class of share	E Ordinary	
Prescribed particulars	<p>The E Ordinary Shares have no voting rights; no entitlement to receive dividends on those Shares; and an entitlement to participate up to a fixed amount (after the redemption of any third party debt, payment of any amount owed to the holders of M Ordinary Shares and D Ordinary Shares; payment of the issue price and Priority Amount in respect of the Priority Shares and any other amounts ranking in priority) alongside the holders of the Company's other classes of ordinary shares in any proceeds realised on an Exit Event, subject to definitive written documentation in respect of an Exit Event being executed on or prior to 30 June 2022, on a pro rata basis to that holder's amount of E Ordinary Shares. Rights of redemption exist.</p>	

In accordance with
Section 555 of the
Companies Act 2006.

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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>

In accordance with
Section 555 of the
Companies Act 2006.

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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 Priority Subscription Amount and the Priority Amount in respect of each Priority Share. They do not confer rights of redemption.</p>	