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In accordance with Section 555 of the Companies Act 2006.

DON'T STAPLE

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 NO[T for]**
You cannot use this for[m to give] notice of shares taken b[y subscribers] on formation of the con[pany or] for an allotment of a ne[w class of] shares by an unlimited [company].

SATURDAY

ACVL130R
A12 27/01/2024 #266
COMPANIES HOUSE

1 Company details

Company number	1 2 2 1 3 3 1 9
Company name in full	PANGAIA MATERIALS SCIENCE 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 ❶

	d	d	m	m	y	y	y	y
From Date	2	1	0	8	2	0	2	3
To Date								

❶ **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.)

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

Currency ❷	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	Ordinary	11,462	0.1	0.1	0
USD	Ordinary	1,000	0.1	0.9	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)

4 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'.

Continuation page
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	Ordinary	2,763,877	276,387.7	
USD	A Ordinary	2,063,708	206,370.8	
USD	Series A Preferred	763,035	76,303.5	
	Totals	5,590,620	559,062	0
Currency table B				
	Totals			
Currency table C				
	Totals			

Total issued share capital table

You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + $10	Total aggregate amount unpaid ❶ Show different currencies separately. For example: £100 + €100 + $10
Grand total	5,590,620	559,062	0

❶ **Total aggregate amount unpaid**
Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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5 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	Ordinary
Prescribed particulars ❶	See continuation page.
Class of share	A Ordinary
Prescribed particulars ❶	See continuation page.
Class of share	Series A Preferred
Prescribed particulars ❶	See continuation page.

❶ 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.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X DocuSigned by: Nathalie Longuet 13E9A8F9031E44A... X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

❸ 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	Fergal Coney
Company name	Haynes and Boone CDG LLP
Address	1 New Fetter Lane
Post town	London
County/Region	
Postcode	E C 4 A 1 A N
Country	United Kingdom
DX	
Telephone	

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

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

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3 Shares allotted

Please give details of the shares allotted, including bonus shares.

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ❷	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

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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)

In accordance with Section 555 of the Companies Act 2006.

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4 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
	Totals			

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	ORDINARY
Prescribed particulars	THE SHARES HAVE ATTACHED TO THEM FULL VOTING AND DIVIDEND RIGHTS. THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL OR OTHERWISE (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) (A "DISTRIBUTION EVENT") THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ("SURPLUS ASSETS") SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: (1) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES A PREFERRED SHARES, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE GREATER OF: (I) THE PREFERENCE AMOUNT IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE; AND (II) SUCH AMOUNT AS IT WOULD HAVE RECEIVED IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE, IF THE SURPLUS ASSETS WERE DISTRIBUTED PRO RATA AMONG THE HOLDERS OF THE SHARES AND AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY TO EACH HOLDER OF SERIES A PREFERRED SHARES AN AMOUNT PER SERIES A PREFERRED SHARE WHICH IS EQUAL TO THE PREFERENCE AMOUNT IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A PREFERRED SHARES PRO RATA TO THE AMOUNT THEY WOULD HAVE RECEIVED HAD THE PREFERENCE AMOUNT BEEN PAID IN FULL; AND (2) SECOND, EITHER: (A) IN THE CASE OF A DISTRIBUTION EVENT WHICH IS NOT A QUALIFYING DISTRIBUTION EVENT, ANY REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES RATA TO THE ISSUE PRICE (INCLUDING PREMIUM) PAID IN RESPECT OF EACH ORDINARY SHARE AND A ORDINARY SHARE; OR (B) IN THE CASE OF A QUALIFYING DISTRIBUTION EVENT, ANY REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THE AGGREGATE NOMINAL VALUE OF THE ORDINARY SHARES AND A ORDINARY SHARES.

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

Class of share	A ORDINARY
Prescribed particulars	THE SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS. THEY DO NOT CONFER ANY VOTING RIGHTS OR RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL OR OTHERWISE (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) (A "DISTRIBUTION EVENT") THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ("SURPLUS ASSETS") SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: (1) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES A PREFERRED SHARES, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE GREATER OF: (I) THE PREFERENCE AMOUNT IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE; AND (II) SUCH AMOUNT AS IT WOULD HAVE RECEIVED IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE, IF THE SURPLUS ASSETS WERE DISTRIBUTED PRO RATA AMONG THE HOLDERS OF THE SHARES AND AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY TO EACH HOLDER OF SERIES A PREFERRED SHARES AN AMOUNT PER SERIES A PREFERRED SHARE WHICH IS EQUAL TO THE PREFERENCE AMOUNT IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A PREFERRED SHARES PRO RATA TO THE AMOUNT THEY WOULD HAVE RECEIVED HAD THE PREFERENCE AMOUNT BEEN PAID IN FULL; AND (2) SECOND, EITHER: (A) IN THE CASE OF A DISTRIBUTION EVENT WHICH IS NOT A QUALIFYING DISTRIBUTION EVENT, ANY REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES RATA TO THE ISSUE PRICE (INCLUDING PREMIUM) PAID IN RESPECT OF EACH ORDINARY SHARE AND A ORDINARY SHARE; OR (B) IN THE CASE OF A QUALIFYING DISTRIBUTION EVENT, ANY REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THE AGGREGATE NOMINAL VALUE OF THE ORDINARY SHARES AND A ORDINARY SHARES.

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Return of allotment of shares

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

Class of share	SERIES A PREFERRED
Prescribed particulars	THE SHARES HAVE ATTACHED TO THEM FULL DIVIDEND AND VOTING RIGHTS. THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL OR OTHERWISE (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) (A "DISTRIBUTION EVENT") THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ("SURPLUS ASSETS") SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: (1) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES A PREFERRED SHARES, IN PRIORITY TO ALL OTHER CLASSES OF SHARE, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE GREATER OF: (I) THE PREFERENCE AMOUNT IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE; AND (II) SUCH AMOUNT AS IT WOULD HAVE RECEIVED IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE, IF THE SURPLUS ASSETS WERE DISTRIBUTED PRO RATA AMONG THE HOLDERS OF THE SHARES AND AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY TO EACH HOLDER OF SERIES A PREFERRED SHARES AN AMOUNT PER SERIES A PREFERRED SHARE WHICH IS EQUAL TO THE PREFERENCE AMOUNT IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A PREFERRED SHARES PRO RATA TO THE AMOUNT THEY WOULD HAVE RECEIVED HAD THE PREFERENCE AMOUNT BEEN PAID IN FULL; AND (2) SECOND, EITHER: (A) IN THE CASE OF A DISTRIBUTION EVENT WHICH IS NOT A QUALIFYING DISTRIBUTION EVENT, ANY REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES RATA TO THE ISSUE PRICE (INCLUDING PREMIUM) PAID IN RESPECT OF EACH ORDINARY SHARE AND A ORDINARY SHARE; OR (B) IN THE CASE OF A QUALIFYING DISTRIBUTION EVENT, ANY REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THE AGGREGATE NOMINAL VALUE OF THE ORDINARY SHARES AND A ORDINARY SHARES.