

DON'T
STAPLE

SH01

Return of allotment of shares



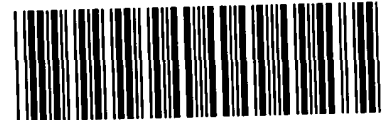
Companies House

FileOnline

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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 or for an allotment of a new class of shares by an unlimited company.



A07 *ABAJJ9DT* 16/08/2022 #321
COMPANIES HOUSE

1 Company details

Company number 1 3 3 4 4 0 6 4

Company name in full VENTERRA GROUP PLC

→ 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 1 d 4 m 0 m 7 y 2 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
GBP	ORDINARY	1096616	0.10	3.00	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)

THE SHARES WERE ALLOTTED IN CONSIDERATION FOR THE ACQUISITION BY WAY OF MERGER OF INSPIRE ENVIRONMENTAL LLC BY INSPIRE ENVIRONMENTAL INC A WHOLLY OWNED SUBSIDIARY OF THE COMPANY.

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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'.

Continuation page

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

GBP	ORDINARY	72852901	7,285,290.10	
Totals		72852901	7,285,290.10	0.00

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	Total aggregate amount unpaid ❶
		Show different currencies separately. For example: £100 + €100 + \$10	Show different currencies separately. For example: £100 + €100 + \$10
Grand total	72852901	7,285,290.10	0.00

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
①

VOTING RIGHTS - SHARES RANK EQUALLY FOR VOTING PURPOSES ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER SHARE HELD. DIVIDEND RIGHTS - EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP - EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. REDEEMABLE SHARES - THE SHARES ARE NOT REDEEMABLE.

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.

6 Signature

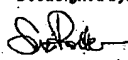
I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:



3689403090D14B7...

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 **ZOLO**

Company name **CMS Cameron McKenna**

Nabarro Olswang LLP

Address **Cannon Place**

78 Cannon Street

Post town **London**

County/Region

Postcode **E C 4 N 6 A F**

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

TOUCHSTONE. ADVISORY®

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St Paul's Square
Birmingham, B3 1RL
contact@touchstoneadvisory.co.uk

Venterra Group PLC
1 - 3 Charter Square,
Sheffield,
United Kingdom,
S1 4HS

8 July 2022

Dear Sir or Madam

Report of the Independent Valuer to Venterra Group PLC for the purposes of section 593 (1) of the Companies Act 2006

1. We report on the value of the consideration for the allotment and issue to Mr Drew Carey, Ms Jeanine Boyle and Mr Kersey Sturdivant ("the Inspire Members") of 1,096,616 Ordinary Shares ("Consideration Shares") in Venterra Group PLC ("PLC"), having a nominal value of £0.10 per share and being issued with a share premium of £2.90. The Consideration Shares are to be treated as fully paid up.
2. The consideration for the allotment and issue of the Consideration Shares to the Inspire Members comprises the acquisition by way of merger from the Inspire Members by Inspire Environmental Inc, a subsidiary of PLC, of Inspire Environmental LLC ("Inspire").
3. The initial amount to be paid as consideration to the Inspire Members on completion of the merger and in respect of the acquisition of Inspire is \$7,957,688.48, to be satisfied by the payment to the Inspire Members of \$4,031,895.50 in cash and \$3,925,792.98 by the allotment and issue by PLC to the Inspire Members (or as it may direct), credited as fully paid up, of the Consideration Shares. Further payments may be made in respect of the acquisition of Inspire depending on certain earn-out targets being met as set out in the merger agreement between the relevant parties.
4. This report, including the opinion, has been prepared for the PLC solely for the purposes of Section 593 of the Companies Act 2006 ("the Act") and will be filed with the Registrar of Companies and made available to the Inspire Members. We confirm that we meet the independence criteria required by section 1151 of the Act.

Basis of valuation

5. Inspire was valued by us on 8 July 2022 using the market-based and income-based valuation methodologies and in accordance with the requirements of Chapter 6 of Part 17 of the Act.

Opinion

6. In our opinion, the methods of valuation we used were reasonable in all circumstances. There appears to have been no material change in the value of Inspire since the valuation was done.
7. On the basis of the valuation, in our opinion, the value of that proportion of the consideration payable for Inspire attributable to the allotment and issue of the



Consideration Shares is not less than £3,289,853.78 (c. \$3,925,792.98 at an exchange rate of £1: \$1: £0.83801, being the closing exchange rate as at 7 July 2022), such amount being the total amount to be treated as paid up by way of non-cash consideration on the Consideration Shares allotted equal to £109,661.60 in respect of their par value and £3,180,186.40 in respect of the premium payable in respect of the Consideration Shares. On the basis of the valuation, the value of such consideration is not less than the aggregate of the nominal value and the whole of any such premium is treated as paid-up by such consideration.

8. There is a difference of £5.78 between the value of the proportion of the consideration payable for Inspire attributable to the allotment and issue of the Consideration Shares (£3,289,853.78) and the value of the Consideration Shares (£3,289,848), due to the impact of rounding down the whole number of the Consideration Shares to be issued to the Inspire Members.

Yours faithfully

Touchstone

Touchstone Advisory