

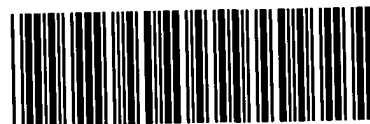
SH06



Companies House

X What this form is NOT for You cannot use this form to give notice of a cancellation of shares held by a public company under section 663 of the Companies Act 2006. To do this, please use form SH07.

FRIDAY



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15/12/2023

#49

COMPANIES HOUSE

Company number	1	4	2	9	1	5	5	3
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Company name in full	MARS GLOBAL ACQUISITION TOPCO LIMITED
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→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

Date of cancellation	^d 3	^d 1	^m 0	^m 8	^y 2	^y 0	^y 2	^y 3
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3	Shares cancelled
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[illegible]

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Notice of cancellation of shares

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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	A ORDINARY SHARES	1,053,079,576	£105,307.9576	
GBP	B ORDINARY SHARES	9,441,694	£944.1694	
GBP	B2 ORDINARY SHARES	100,000	£10.00	
Totals		Please refer to	Continuation Page	

Currency table B

Totals				

Currency table C

Totals				

Total issued share capital table

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	1,081,504,658	£108,150.4658	

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.

Statement of capital

Complete a separate table for each currency.

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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 ORDINARY SHARES
Prescribed particulars ❶	<p>VOTING RIGHTS - A ORDINARY SHARES RANK EQUALLY WITH EACH OTHER FOR VOTING PURPOSES. EACH MEMBER HAS ONE VOTE PER A ORDINARY SHARE.</p> <p>DIVIDEND RIGHTS - EACH A ORDINARY SHARE RANKS EQUALLY WITH EACH OTHER FOR ANY DIVIDEND DECLARED.</p> <p>PLEASE REFER TO CONTINUATION PAGE.</p>
Class of share	B ORDINARY SHARES
Prescribed particulars ❶	<p>VOTING RIGHTS - B ORDINARY SHARES DO NOT HAVE A RIGHT TO VOTE (EXCEPT IN CIRCUMSTANCES WHERE THERE IS A VARIATION TO THE RIGHTS ATTACHING TO THE B ORDINARY SHARES).</p> <p>DIVIDEND RIGHTS - EACH B ORDINARY SHARE RANKS ...</p> <p>PLEASE REFER TO CONTINUATION PAGE.</p>
Class of share	B2 ORDINARY SHARES
Prescribed particulars ❶	<p>VOTING RIGHTS - B2 ORDINARY SHARES DO NOT HAVE A RIGHT TO VOTE (EXCEPT IN CIRCUMSTANCES WHERE THERE IS A VARIATION TO THE RIGHTS ATTACHING TO THE B2 ORDINARY SHARES).</p> <p>DIVIDEND RIGHTS - EACH B2 ORDINARY SHARE RANKS ...</p> <p>PLEASE REFER TO CONTINUATION PAGE.</p>

❶ Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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 pages

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

Nicholas Lindsay

For and behalf of Elemental Company Secretary Limited

X

This form may be signed by:

Director❶, Secretary, Person authorised❶, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❶ 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.

❶ Person authorised

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

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>DISTRIBUTION RIGHTS ON A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE - THE A ORDINARY SHARES ARE ENTITLED TO PRO RATA REPAYMENT OF PAID UP CAPITAL IN PRIORITY TO ANY RETURN OF CAPITAL ON ANY OTHER CLASSES OF SHARES. THE A ORDINARY SHARES ALSO HAVE A RIGHT TO THE BALANCE OF ANY REMAINING AMOUNT (AS DEFINED IN THE ARTICLES) ONCE ALL OTHER CLASSES OF SHARE HAVE BEEN PAID.</p> <p>REDEEMABLE SHARES - THE A ORDINARY SHARES ARE NOT REDEEMABLE.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	B ORDINARY SHARES	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.
Prescribed particulars	<p>EQUALLY WITH EACH OTHER FOR ANY DIVIDEND DECLARED.</p> <p>DISTRIBUTION RIGHTS ON A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE - IN RESPECT OF THE REMAINING AMOUNT (AS DEFINED IN THE ARTICLES), EACH B ORDINARY SHARE HAS A PRO RATA SECOND RIGHT OF PARTICIPATION.</p> <p>REDEEMABLE SHARES - THE B ORDINARY SHARES ARE NOT REDEEMABLE.</p>	

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	B2 ORDINARY SHARES	① Prescribed particulars of rights attached to shares The particulars are: <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>EQUALLY WITH EACH OTHER FOR ANY DIVIDEND DECLARED.</p> <p>DISTRIBUTION RIGHTS ON A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE - IN RESPECT OF THE REMAINING AMOUNT (AS DEFINED IN THE ARTICLES), EACH B2 ORDINARY SHARE HAS A PRO RATA THIRD RIGHT OF PARTICIPATION.</p> <p>REDEEMABLE SHARES - THE B2 ORDINARY SHARES ARE NOT REDEEMABLE.</p>	

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	C SHARES	
Prescribed particulars	<p>VOTING RIGHTS - C SHARES DO NOT HAVE A RIGHT TO VOTE (EXCEPT IN CIRCUMSTANCES WHERE THERE IS A VARIATION TO THE RIGHTS ATTACHING TO THE C SHARES).</p> <p>DIVIDEND RIGHTS - EACH C SHARE RANKS EQUALLY WITH EACH OTHER FOR ANY DIVIDEND DECLARED IN FAVOUR OF THE C SHAREHOLDERS.</p> <p>DISTRIBUTION RIGHTS ON A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE - IN RESPECT OF THE REMAINING AMOUNT (AS DEFINED IN THE ARTICLES), EACH C SHARE HAS A PRO RATA RIGHT OF THE PARTICIPATION AS SET OUT IN ARTICLE 8.2 OF THE ARTICLES.</p> <p>REDEEMABLE SHARES - THE C SHARES ARE NOT REDEEMABLE.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	D SHARES	
Prescribed particulars	<p>VOTING RIGHTS - D SHARES DO NOT HAVE A RIGHT TO VOTE (EXCEPT IN CIRCUMSTANCES WHERE THERE IS A VARIATION TO THE RIGHTS ATTACHING TO THE D SHARES).</p> <p>DIVIDEND RIGHTS - EACH D SHARE RANKS EQUALLY WITH EACH OTHER FOR ANY DIVIDEND DECLARED IN FAVOUR OF THE D SHAREHOLDERS.</p> <p>DISTRIBUTION RIGHTS ON A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE - IN RESPECT OF THE REMAINING AMOUNT (AS DEFINED IN THE ARTICLES), EACH D SHARE HAS A PRO RATA RIGHT OF PARTICIPATION AS SET OUT IN ARTICLE 8.2 OF THE ARTICLES.</p> <p>REDEEMABLE SHARES - THE D SHARES ARE NOT REDEEMABLE.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

**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 **Graham Wooton**

Company name **Elemental Co Sec Limited**

Address **27 Old Gloucester Street**

Post town **London**

County/Region

Postcode **W C 1 N 3 A X**

Country

DX

Telephone

**Checklist**

We may return 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 completed section 2.
- ☐ You have completed 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