

DON'T
STAPLESH01
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 NOT for**
You cannot use this form to give notice of shares taken by or on formation of the company for an allotment of a new share by an unlimited company.

THURSDAY



ACJCMMP6
A11 28/12/2023 #158
COMPANIES HOUSE

1 Company details

Company number 1 4 2 9 1 5 5 3

Company name in full MARS GLOBAL ACQUISITION TOPCO 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

From Date 1 5 1 2 2 0 2 3
To Date 1 5 1 2 2 0 2 3

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
POUND STERLING	A ORDINARY SHARES	72,409,513	£0.0001	£0.08	N/A

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)

Continuation page
Please use a continuation page if
necessary.

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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 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
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Currency table A

	SEE ATTACHED CONTINUATION PAGE			
Totals				

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	1,153,914,171	115,391.4171	N/A

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

A ORDINARY SHARES

Prescribed particulars

①

•VOTING RIGHTS - A ORDINARY SHARES RANK EQUALLY WITH EACH OTHER FOR VOTING PURPOSES. EACH MEMBER HAS ONE VOTE PER A ORDINARY SHARE.

•DIVIDEND RIGHTS - EACH A ORDINARY SHARE RANKS EQUALLY WITH EACH OTHER FOR ANY DIVIDEND DECLARED.

•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.

•REDEEMABLE SHARES - THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of share

B ORDINARY SHARES

Prescribed particulars

①

•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).

•DIVIDEND RIGHTS - EACH B ORDINARY SHARE RANKS EQUALLY WITH EACH OTHER FOR ANY DIVIDEND DECLARED.

•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.

•REDEEMABLE SHARES - THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of share

B2 ORDINARY SHARES

Prescribed particulars

①

•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).

•DIVIDEND RIGHTS - EACH B2 ORDINARY SHARE RANKS EQUALLY WITH EACH OTHER FOR ANY DIVIDEND DECLARED.

•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.

•REDEEMABLE SHARES - THE B2 ORDINARY SHARES ARE NOT REDEEMABLE.

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

Nicholas Lindsay

for and behalf of Elemental Company Secretary Limited.

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

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 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

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

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

[illegible]

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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.

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

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

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 PARTICIPATION AS SET OUT IN ARTICLE 8.2 OF THE ARTICLES.</p> <p>REDEEMABLE SHARES - THE C SHARES ARE NOT REDEEMABLE.</p>	

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