



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 for**
You cannot use this form to give notice of shares taken on formation of the company for an allotment of shares by an unlimited company.



A21

A7JWE3FT

01/12/2018

#134

COMPANIES HOUSE

ise

ise

1 Company details

Company number 0 4 9 4 8 4 3 5

Company name in full SIRIUS MINERALS 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 ^①From Date ^d2 ^d6 ^m1 ^m1 ^y2 ^y0 ^y1 ^y8To 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 allottedPlease 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	95,000,000	0.0025	0	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)

95,000,000 ORDINARY SHARES ALLOTTED IN EXCHANGE FOR (I) 734,000 COMMON SHARES IN THE SHARE CAPITAL OF CIBRAFERTIL COMPANHIA BRASILEIRA DE FERTILIZANTES (CIBRAFERTIL), A BRAZILIAN FERTILISER COMPANY, CONSTITUTING 30 PER CENT. OF THE TOTAL ISSUED SHARE CAPITAL OF CIBRAFERTIL; AND (II) 1500 COMMON SHARES IN THE SHARE CAPITAL OF OFD SUPPLY INC. (OFD), A PANAMANIAN FERTILISER MARKETING AND PROCUREMENT COMPANY, CONSTITUTING 30 PER CENT. OF THE TOTAL ISSUED SHARE CAPITAL OF OFD. SUCH SHARES IN CIBRAFERTIL AND OFD TO BE HELD BY SIRIUS MINERALS PLC'S WHOLLY-OWNED SUBSIDIARY, SIRIUS MINERALS HOLDINGS LIMITED, A PRIVATE COMPANY INCORPORATED UNDER THE LAWS OF ENGLAND AND WALES.

SH01

Return of allotment of shares

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'.

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				
GBP	Ordinary	4,797,057,259	£11,992,643.1475	
Totals		4,797,057,259	£11,992,643.1475	£0

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		4,797,057,259	£11,992,643.1475	

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

SH01

Return of allotment of shares

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

The shares have attached to them full voting rights including the right to receive a dividend, participate in a capital distribution, and the right to participate in a distribution upon the winding up of the company. The shares do not confer any rights of redemption.

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

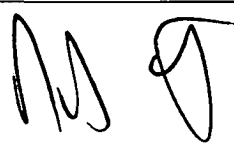
Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  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.

SH01

Return of allotment of shares



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	NICHOLAS KING
Company name	SIRIUS MINERALS PLC
Address	3RD FLOOR, GREENER HOUSE
66-68 HAYMARKET	
Post town	LONDON
County/Region	
Postcode	S W 1 Y 4 R F
Country	UNITED KINGDOM
DX	
Telephone	0203 327 3660



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

INDEPENDENT ACCOUNTANTS' VALUATION REPORT TO SIRIUS MINERALS PLC FOR THE PURPOSES OF SECTION 593 OF THE COMPANIES ACT 2006 - NON-CASH CONSIDERATION

This report is made solely to Sirius Minerals plc (the 'Company') for the purpose of Section 593 of the Companies Act 2006. Our work has been undertaken so that we might state to the Company those matters that we are required to state to it in a valuer's report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed.

Background

On 16 September 2018, the Company entered into an agreement for the sale and purchase of shares in Cibrafertil Companhia Brasileira de Fertilizantes ("Cibra") and OFD Supply Inc. ("OFD") ("S&P Agreement").

Pursuant to the S&P Agreement, Sirius agreed to acquire a 30% interest in both Cibra and OFD. As consideration, the Company shall issue 95,000,000 Sirius Ordinary shares as follows:

- (a) 81,602,800 Sirius Ordinary Shares to be issued to Paribara Sociedad de Responsabilidad Limitada ("Paribara") in exchange for 734,000 common shares / 30% in Cibra (the "Cibra Non-Cash Consideration");
- (b) 6,698,600 Sirius Ordinary Shares to The Niti Ross Separate Property Trust in exchange for 750 common shares / 15% interest in OFD; and
- (c) 6,698,600 Sirius Ordinary Shares to The Neha Vashisht Separate Property Trust in exchange for 750 common shares / 15% interest in OFD.

Each of the 95,000,000 Sirius Ordinary Shares issued as consideration shall be allotted, credited as fully paid and shall rank pari passu in all respects with, and have the same rights as, the existing Ordinary shares in the capital of Sirius in issue at the date of the S&P Agreement.

We report on the value of the Cibra Non-Cash Consideration to be received by the Company, in exchange for the proposed allotment of the 81,602,800 Sirius Shares in the Company to Paribara with a total value of £23,909,620. As at the date of the transaction, 16 September 2018 ("Valuation Date"), the trading share price per Sirius Ordinary Share was £0.293 and the nominal value per Sirius Ordinary Share was £0.0025 and thus the Sirius Ordinary Shares to be issued as Cibra Non-Cash Consideration will be issued at a premium of £0.2905 per Sirius Ordinary Share.

Basis of opinion

We have relied upon information provided by the Company in order to inform our work assessing the Cibra Non-Cash Consideration that is being received by the Company, in exchange for the proposed allotment of shares pursuant to the S&P Agreement, as described above.

The Company has valued the Cibra Non-Cash Consideration as at 16 September 2018 with reference to the historical and projection financial results of Cibra utilising both a discount cash flow analysis and a market multiples based approach.

Opinion

In our opinion, we consider the value of the non-cash consideration paid in exchange for 734,000 common shares in Cibra, as determined by the Company to be not less than the aggregate nominal value and any premium on each of the Sirius Ordinary Shares to be issued as Cibra Non-Cash Consideration.

We consider the method of valuation adopted by the Company to be reasonable in all the circumstances and that there has been no material change in the value of the consideration in question since the Valuation Date.

BDO LLP

BDO LLP

23 November 2018