

SH01

Return of allotment of shares

BLUEPRINT

One/Two/Three



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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 subscribers
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

MONDAY



A11 *A7X5MNV0* #103
14/01/2019

COMPANIES HOUSE

1 Company details

Company number 09915743
Company name in full Element Materials Technology Group Limited

→ **Filing 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 d2 d0 m1 m1 y2 y0 y1 y8
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
USD	B Ordinary	2,005	0.0001	0.22	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)

16 1 19 119 Feb

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	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				
USD	See attached schedule			
		Totals		

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
		567,894,050	US\$5,671,698,028.68	US\$0.00

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

Statement of capital

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

Totals	567,894,050	US\$5,671.69802868	US\$0.00
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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

A Priority

Prescribed particulars

See attached schedule

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.

Class of share

A1 Ordinary

Prescribed particulars

The A1 Ordinary shares have attached to them full voting rights, entitled to receive dividends on those shares on a pro-rata basis with all holders of the Equity shares; the right to participate in capital distribution rights (including on winding up) exists, on a pro-rata basis with the Equity shares after first paying the holders of the Priority shares an amount equal to the subscription price. They do not confer any rights of redemption.

Class of share

A2 Ordinary

Prescribed particulars

The A2 shares have no voting rights; entitled to receive dividends on those shares on a pro-rata basis with all holders of the Equity shares; the right to participate in capital distribution rights (including on winding up) exists, on a pro-rata basis with the Equity shares after first paying the holders of the Priority shares an amount equal to the subscription price. They do not confer any rights of redemption.

6


Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

Person authorised

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

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Priority	
Prescribed particulars	<p>The Priority Shares do not entitle the holder to vote; the Priority Shares have no right to participate in any distribution with respect of any other shares but the Company may determine to distribute any Available Profits amongst the holders of the Priority Shares (according to the number of such Shares held) up to an amount equal to the Priority Amount as at the time of such distribution; on a return of capital the surplus assets remaining after the payment of its liabilities and all other payments to be made in priority to each holder of Priority Shares the Priority Subscription Amount and the Priority Amount for each Priority Shares shall rank pari passu, such that the distribution shall be paid pro rata to the relevant holder's holding of Priority Shares until such point as, in respect of each Priority Shares, the Priority Subscription Amount and the Priority Amount have been paid; they do not confer any rights of redemption.</p>	

SH01 - continuation page
Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	A3 Ordinary	
Prescribed particulars	The A3 shares have attached to them full voting rights; entitled to receive dividends on those shares on a pro-rata basis with all holders of the Equity shares; the right to participate in capital distribution rights (including on winding up) exists, on a pro-rata basis with the Equity shares after first paying the holders of the Priority shares and, if any balance; to a maximum of £5,000 in aggregate. No rights of redemption.	

SH01 - continuation page
Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	A4 Ordinary	
Prescribed particulars	The A4 shares have attached to them full voting rights; entitled to receive dividends on those shares on a pro-rata basis with all holders of the Equity shares; the right to participate in capital distribution rights (including on winding up) exists, on a pro-rata basis with the Equity shares after first paying the holders of the Priority shares. No rights of redemption.	

SH01 - continuation page
Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	B Ordinary	
Prescribed particulars	The B Ordinary shares have no voting rights; entitled to receive dividends on those shares on a pro-rata basis with all holders of the Equity shares; the right to participate in capital distribution rights (including on winding up) exists, on a pro-rata basis with the Equity shares after first paying the holders of the Priority shares an amount equal to the subscription price. Rights of redemption exist.	

SH01 - continuation page
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Priority	
Prescribed particulars	<p>The Priority Shares do not entitle the holder to vote; the Priority Shares have no right to participate in any distribution with respect of any other shares but the Company may determine to distribute any Available Profits amongst the holders of the Priority Shares (according to the number of such Shares held) up to an amount equal to the Priority Amount as at the time of such distribution; on a return of capital the surplus assets remaining after the payment of its liabilities and all other payments to be made in priority to each holder of Priority Shares the Priority Subscription Amount and the Priority Amount for each Priority Shares shall rank pari passu, such that the distribution shall be paid pro rata to the relevant holder's holding of Priority Shares until such point as, in respect of each Priority Shares, the Priority Subscription Amount and the Priority Amount have been paid; they do not confer any rights of redemption.</p>	

SH01 - continuation page
Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	B1 Ordinary	
Prescribed particulars	The B1 Ordinary shares are non-voting; any Available Profits shall be distributed amongst the Equity shareholders according to the aggregate Paid Up Value; on a return of capital, the Priority shareholders be paid first (including Priority Subscription Amount and the Priority Amount); second the Equity Shares shall rank pari passu and be paid pro-rata; they do not confer any rights of redemption.	

SH01 - continuation page
Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	C Ordinary	
Prescribed particulars	The C Ordinary shares have no voting rights; entitled to receive dividends on those shares on a pro-rata basis with all holders of the Equity shares; the right to participate in capital distribution rights (including on winding up) exists, on a pro-rata basis with the Equity shares after first paying the holders of the Priority shares an amount equal to the subscription price. They do not confer any rights of redemption.	

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	Company Secretarial Team
Company name	Charles Russell Speechlys
	LLP
Address	5 Fleet Place
Post town	LONDON
County/Region	
Postcode	E C 4 M 7 R D
Country	United Kingdom
DX	19 Chancery Lane/London
Telephone	020 7203 5280



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