

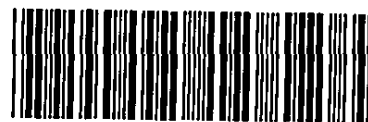
SH01

Return of allotment of shares



Companies House

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SPE 14/06/2016 #33

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A14 06/05/2016 #75

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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 into
account on formation of the company
for an allotment of a new class of
shares by an unlimited company

1 Company details	
Company number	0 9 4 5 1 3 7 4
Company name in full	LIVANOVA PLC
<p>Filing in this form Please complete in typescript or in bold black capitals.</p> <p>All fields are mandatory unless specified or indicated by *</p>	

2 Allotment dates	
From Date	0 1 2 0 1 8
To Date	2 9 0 4 2 0 1 8
<p>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.</p>	

3 Shares allotted					
Please give details of the shares allotted, including bonus shares (Please use a continuation page if necessary)					<p>Currency If currency details are not completed we will assume currency is in pound sterling.</p>
Class of shares (E.g. Ordinary/Preference etc.)	Currency	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
See Continuation Sheet					

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)

Shares allotted

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

CHFP000
03/11 Version 5.0

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Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
See Continuation Sheets				£
				£
				£
				£
Totals				£

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency				
Class of shares (e.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.
Total number of shares	49,068,145	
Total aggregate nominal value ④	£49,068,145	
① Including both the nominal value and any share premium		Continuation Pages Please use a Statement of Capital continuation page if necessary
② Total number of issued shares in this class.		
③ E.g. Number of shares issued multiplied by nominal value of each share.		

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

Statement of capital

Please complete the table below to show any class of shares held in other
currencies. Please complete a separate table for each currency.

Currency

GBP

Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
ORDINARY	£1 00	0	48822316	£48,822,316
ORDINARY	£1 00	0	50966	£50,966
ORDINARY	£9 71	0	3500	£3,500
ORDINARY	£10 24	0	10000	£10,000
ORDINARY	£10 45	0	8046	£8,046
ORDINARY	£10 59	0	8258	£8,258
ORDINARY	£11 04	0	2500	£2,500
ORDINARY	£12 80	0	750	£750
ORDINARY	£12 62	0	150	£150
ORDINARY	£12 79	0	5250	£5,250
ORDINARY	£13.19	0	150	£150
ORDINARY	£13 49	0	5075	£5,075
ORDINARY	£13.52	0	2425	£2,425
ORDINARY	£13 76	0	18587	£18,587
ORDINARY	£18 05	0	2500	£2,500
ORDINARY	£18 96	0	8144	£8,144
ORDINARY	£17 11	0	2500	£2,500
ORDINARY	£17 22	0	1240	£1,240
ORDINARY	£17 27	0	385	£385
ORDINARY	£17 42	0	9762	£9,762
ORDINARY	£17 43	0	9683	£9,683
ORDINARY	£17 48	0	651	£651
ORDINARY	£17 92	0	3888	£3,888
ORDINARY	£17 98	0	480	£480
ORDINARY	£18 01	0	134	£134
Totals				

① Including both the nominal value and any
share premium

② E.g. Number of shares issued multiplied by
nominal value of each share.

③ Total number of issued shares in
this class.

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Return of allotment of shares

Statement of capital

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Currency		GBP		
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£18.08	0	4961	£4,961
ORDINARY	£19.80	0	1875	£1,875
ORDINARY	£22.15	0	5301	£5,301
ORDINARY	£22.58	0	2417	£2,417
ORDINARY	£27.21	0	131	£131
ORDINARY	£27.63	0	184	£184
ORDINARY	£28.08	0	4133	£4,133
ORDINARY	£28.48	0	1088	£1,088
ORDINARY	£29.08	0	7216	£7,216
ORDINARY	£29.33	0	494	£494
ORDINARY	£29.74	0	677	£677
ORDINARY	£29.79	0	1829	£1,829
ORDINARY	£29.89	0	397	£397
ORDINARY	£30.06	0	369	£369
ORDINARY	£30.23	0	5785	£5,785
ORDINARY	£30.47	0	1043	£1,043
ORDINARY	£32.06	0	1098	£1,098
ORDINARY	£32.08	0	815	£815
ORDINARY	£33.21	0	686	£686
ORDINARY	£33.73	0	908	£908
ORDINARY	£34.25	0	7714	£7,714
ORDINARY	£34.77	0	1362	£1,362
ORDINARY	£35.61	0	8476	£8,476
ORDINARY	£35.81	0	934	£934
ORDINARY	£35.92	0	323	£323
Totals				

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share.

③ Total number of issued shares in this class.

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Return of allotment of shares

Statement of capital

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Currency 1 GBP				
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£36 30	0	578	£578
ORDINARY	£36 36	0	2087	£2,087
ORDINARY	£36 58	0	8972	£9,972
ORDINARY	£36 69	0	1647	£1,647
ORDINARY	£36 72	0	416	£416
ORDINARY	£37 87	0	7320	£7,320
ORDINARY	£38 45	0	540	£540
ORDINARY	£39 49	0	207	£207
ORDINARY	£40 17	0	2426	£2,426
ORDINARY	£40 20	0	4318	£4,318
ORDINARY	£40 74	0	1100	£1,100
Totals			49,088,145	£49,088,145

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share.

③ Total number of issued shares in this class.

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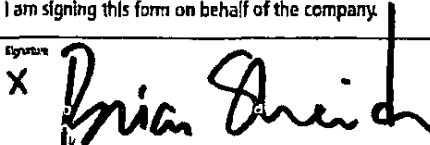
7

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 statement of capital share tables in Section 4 and Section 5.		<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share.</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary.</p>
Class of share		
Prescribed particulars	See Continuation Sheet	
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		

8

Signature

I am signing this form on behalf of the company.		<p>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.</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by: Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>	

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Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY.
Prescribed particulars	<p>A) EACH HOLDER OF AN ORDINARY SHARE SHALL HAVE ONE VOTE FOR EVERY ORDINARY SHARE OF WHICH IT IS A HOLDER</p> <p>B) THE HOLDERS OF ORDINARY SHARES SHALL, IN RESPECT OF THE ORDINARY SHARES HELD BY THEM, BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND SPEAK AT AND VOTE AT, GENERAL MEETINGS OF THE COMPANY</p> <p>C) THE DIRECTORS MAY DECLARE AND PAY DIVIDENDS ON THE ORDINARY SHARES EACH ORDINARY SHARE SHALL RANK EQUALLY WITH ALL OTHER ORDINARY SHARES IN THE CAPITAL OF THE COMPANY FOR ANY DIVIDEND AND SHALL RECEIVE ITS PRO RATA PORTION OF ANY DIVIDEND ROUNDED TO THE NEAREST WHOLE NUMBER</p> <p>D) ON A RETURN OF CAPITAL ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG MEMBERS SHALL, AFTER PAYING ANY SHARES WHICH RANK IN PRIORITY, BE DISTRIBUTED TO EACH HOLDER OF ANY ORDINARY SHARE PRO RATA TO ITS SHAREHOLDING ROUNDED TO THE NEXT WHOLE NUMBER</p> <p>E) THE ORDINARY SHARES ARE NOT REDEEMABLE</p>

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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 Catherine Moroz

Company name LivaNova PLC

Address

5 Merchant Square, North Wharf Road

Post town

Country/Region London

Postcode W 2 1 A Y

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 appropriate 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 Linerhall, 32-38 Linerhall 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk