

In accordance with
Section 555 of the
Companies Act 2006.

SH01

Return of allotment of shares



Companies House

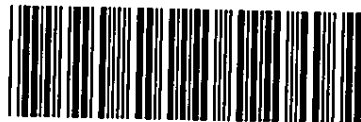


Go online to file this information
www.gov.uk/companieshouse

☒ 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

FRIDAY



A12 *A5G4F4F6* 23/09/2016 #413
COMPANIES HOUSE

1

Company details

Company number	0	9	4	5	1	3	7	4
Company name in full	LIVANOVA PLC							

→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

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Allotment dates ¹

From Date	^d 2	^d 0	^m 0	^m 6	^y 2	^y 0	^y 1	^y 6
To Date	^d 2	^d 3	^m 0	^m 6	^y 2	^y 0	^y 1	^y 6

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.

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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
	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)

SH01 - continuation page
Return of allotment of shares**Shares allotted**

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

[illegible]

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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'

Please use a Statement of Capital continuation page if necessary

Currency Complete a separate table for each currency	Class of shares Eg 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	See Continuation Sheet			
	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 ❷
		49,071,640	£49,071,640	0

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

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Return of allotment of shares

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Statement of capital

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

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
GBP	ORDINARY	540 ✓	£540 ✓	
GBP	ORDINARY	207 ✓	£207 ✓	
GBP	ORDINARY	2426 ✓	£2,426 ✓	
GBP	ORDINARY	4316 ✓	£4,316	
GBP	ORDINARY	1100 ✓	£1,100	
GBP	ORDINARY	259 ✓	£259	
GBP	ORDINARY	424 ✓	£424	
GBP	ORDINARY	1000 ✓	£1000	
GBP	ORDINARY	460 ✓	£460	
GBP	ORDINARY	602 ✓	£602	
GBP	ORDINARY	250 ✓	£250	
GBP	ORDINARY	500 ✓	£500	
Totals		49,071,640	£49,071,640	0

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Return of allotment of shares

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Statement of capital

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

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
GBP	ORDINARY	48822316 ✓	£48,822,316	
GBP	ORDINARY	50966 ✓	£50,966	
GBP	ORDINARY	3500 ✓	£3,500	
GBP	ORDINARY	10000 ✓	£10,000	
GBP	ORDINARY	8046 ✓	£8,046	
GBP	ORDINARY	8258 ✓	£8,258	
GBP	ORDINARY	2500 ✓	£2,500	
GBP	ORDINARY	750 ✓	£750	
GBP	ORDINARY	150 ✓	£150	
GBP	ORDINARY	5250 ✓	£5,250	
GBP	ORDINARY	150 ✓	£150	
GBP	ORDINARY	5075 ✓	£5,075	
GBP	ORDINARY	2425 ✓	£2,425	
GBP	ORDINARY	18567 ✓	£18,567	
GBP	ORDINARY	2500 ✓	£2,500	
GBP	ORDINARY	8144 ✓	£8,144	
GBP	ORDINARY	2500 ✓	£2,500	
GBP	ORDINARY	1240 ✓	£1,240	
GBP	ORDINARY	385 ✓	£385	
GBP	ORDINARY	9762 ✓	£9,762	
GBP	ORDINARY	9683 ✓	£9,683	
GBP	ORDINARY	651 ✓	£651	
GBP	ORDINARY	3888 ✓	£3,888	
GBP	ORDINARY	480 ✓	£480	
GBP	ORDINARY	134 ✓	£134	
GBP	ORDINARY	4961 ✓	£4,961	
GBP	ORDINARY	1875 ✓	£1,875	
GBP	ORDINARY	5301 ✓	£5,301	
Totals				

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Statement of capital

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

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
GBP	ORDINARY	2417 ✓	£2,417	
GBP	ORDINARY	131 ✓	£131	
GBP	ORDINARY	184 ✓	£184	
GBP	ORDINARY	4133 ✓	£4,133	
GBP	ORDINARY	1088 ✓	£1,088	
GBP	ORDINARY	7216 ✓	£7,216	
GBP	ORDINARY	494 ✓	£494	
GBP	ORDINARY	677 ✓	£677	
GBP	ORDINARY	1829 ✓	£1829	
GBP	ORDINARY	397 ✓	£397	
GBP	ORDINARY	369 ✓	£369	
GBP	ORDINARY	5785 ✓	£5,785	
GBP	ORDINARY	1043 ✓	£1,043	
GBP	ORDINARY	1098 ✓	£1,098	
GBP	ORDINARY	815 ✓	£815	
GBP	ORDINARY	686 ✓	£686	
GBP	ORDINARY	908 ✓	£908	
GBP	ORDINARY	7714 ✓	£7,714	
GBP	ORDINARY	1362 ✓	£1,362	
GBP	ORDINARY	8476 ✓	£8,476	
GBP	ORDINARY	934 ✓	£934	
GBP	ORDINARY	323 ✓	£323	
GBP	ORDINARY	578 ✓	£578	
GBP	ORDINARY	2087 ✓	£2,087	
GBP	ORDINARY	9972 ✓	£9,972	
GBP	ORDINARY	1647 ✓	£1,647	
GBP	ORDINARY	416 ✓	£416	
GBP	ORDINARY	7320	£7,320	
Totals				

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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
Prescribed particulars
0

Ordinary shares
See Continuation Sheet

0 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
Prescribed particulars
0

Class of share
Prescribed particulars
0

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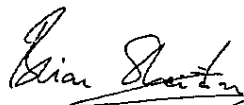
Signature

I am signing this form on behalf of the company

Signature

Signature

X



This form may be signed by
Director 0, Secretary, Person authorised 0, Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager

0 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.

0 Person authorised

Under either section 270 or 274 of the Companies Act 2006

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares	
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

County/Region **London**

Postcode

W 2 1 A Y

Country

United Kingdom

DX

Telephone

0203 786 5277



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 NR 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