



Return of Allotment of Shares

Company Name: **LIVANOVA PLC**

Company Number: **09451374**



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Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
19/10/2015

Class of Shares: **ORDINARY**

Currency: **GBP**

Number allotted **26046293**

Nominal value of each share **1**

Amount paid: **1**

Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	48822316
Currency:	GBP	Aggregate nominal value:	48822316
		Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

A) EACH HOLDER OF AN ORDINARY SHARE SHALL HAVE ONE VOTE FOR EVERY ORDINARY SHARE OF WHICH IT IS THE HOLDER. 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. 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. D) ON A RETURN OF CAPITAL ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL, AFTER PAYING ANY SHARES WHICH RANK IN PRIORITY, BE DISTRIBUTED TO EACH HOLDER OF AN ORDINARY SHARE PRO RATA TO ITS SHAREHOLDING ROUNDED TO THE NEAREST WHOLE NUMBER. E) THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	REDEEMABLE	Number allotted	50000
	NON	Aggregate nominal value:	50000
	VOTING	Amount paid per share	1
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

A. A HOLDER OF REDEEMABLE NON-VOTING SHARES SHALL HAVE NO RIGHT TO ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OR MEETING OF A CLASS OF MEMBERS OF THE COMPANY. B A HOLDER OF REDEEMABLE NON-VOTING SHARES SHALL NOT BE ENTITLED TO DIVIDENDS. C ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING-UP OR OTHERWISE. THE HOLDERS OF V REDEEMABLE NON-VOTING SHARES SHALL BE ENTITLED TO RECEIVE OUT OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION THE SUM OF, IN AGGREGATE, £1 BUT SHALL NOT BE ENTITLED TO

ANY FURTHER PARTICIPATION IN THE ASSETS OF THE COMPANY. D. THE COMPANY MAY REDEEM THE REDEEMABLE NON-VOTING SHARES FOR NIL CONSIDERATION AT ANY TIME.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	48872316
		Total aggregate nominal value:	48872316

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.