


**Paperclip
only**
SH01

Return of allotment of shares

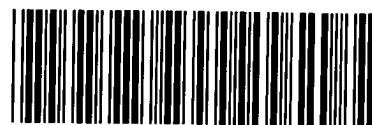


Companies House



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THURSDAY



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COMPANIES HOUSE

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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.

refer to our guidance at
www.gov.uk/companieshouse

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 *

2 Allotment dates

From Date 3 0 0 4 2 0 2 1
 To Date 0 6 0 8 2 0 2 1

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
GBP	Ordinary	281	£1.00	US\$51.90	0.00
GBP	Ordinary	525	£1.00	US\$51.90	0.00
GBP	Ordinary	10	£1.00	US\$57.39	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)

"3,636,364 ordinary shares were allotted in consideration of the transfer of 11 ordinary shares with a par value of \$1 each and 100 fixed rate redeemable preference shares with a par value of \$1 each in Project Tau Funding Limited. 545,454 ordinary shares were allotted in consideration of the transfer of 100 fixed rate redeemable preference shares with a par value of \$1 each in Project Tau Funding Limited."

3

Please give details of the shares allotted, including bonus shares.

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 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	53,725,025	£53,725,025	
Totals		53,725,025	£53,725,025	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
		53,725,025	£53,725,025	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

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 Shares

Prescribed particulars
①

See Continuation Sheet

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.

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①**6 Signature**

I am signing this form on behalf of the company.

Signature

Signature


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.

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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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	Vishal Mahadea
Company name	LivaNova PLC
Address	20 Eastbourne Terrace
Post town	London
County/Region	
Postcode	W 2 6 L G
Country	United Kingdom
DX	
Telephone	020 3325 0694/07799834887



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

SH01 - continuation page

Return of allotment of shares

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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Vishal Mahadea

Company name

LivaNova PLC

Address

20 Eastbourne Terrace

Post town

London

County/Region

Postcode

W 2 6 L G

Country

United Kingdom

DX

Telephone

020 3325 0694/07799834887

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