In accordance with Section 555 of the Companies Act 2006

SH01 Return of allotment of shares



	You can use the We Please go to www.co			ine		
*	What this form is f You may use this for notice of shares allow incorporation	m to give	What this form i You cannot use th notice of shares to on formation of the for an allotment of shares by an unlin	is form to H. Sken by s SO H.	05 10/0	G34MX* 3/2016 #64 IES HOUSE
1	Company detail	ls				I
Company number	0 9 4 5	1 3 7 4				lete in typescript or in
Company name in full	LIVANOVA PLC				bold black co — All fields are	apitals. : mandatory unless
					speafied or	indicated by *
	Allotment date:					
From Date	1) [^m 2	0 71 75		Allotment (If all shares)	date were allotted on the
To Date	d d m	m y y	у		same day en	iter that date in the box. If shares were
					allotted ove	r a penod of time, th 'from date' and 'to
3	Shares allotted				· · · · · · · · · · · · · · · · · · ·	
	Please give details (Please use a conti			shares.		letails are not ve will assume currency sterling
Class of shares (E.g. Ordinary/Preference et	c.)	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
ORDINARY		GBP	1240	£1 00	£17 22	0
				<u> </u>		
			y paid up otherwise shares were allotted	than in cash, please I	Continuation Please use a necessary	on page I continuation page if
Details of non-cash consideration						
If a PLC, please attach valuation report (if appropriate)						

	SH01 Return of allotmer	nt of shares				
	Statement of cap	pital				
ļ		tion 5 and Section 6, it pital at the date of this	f appropnate) should refle return.	ect the		
4	Statement of cap	pital (Share capital	in pound sterling (£)))		
		ech class of shares held lection 4 and then go to	in pound sterling if all yo Section 7	ur		
Class of shares (E.g. Ordinary/Preference etc	<u> </u>	Amount paid up on each share •	Amount (if any) unpaid on each share O -	Number of shan	g 9	Aggregate nominal value 🏵
SEE CONTINUATION	ON SHEET					£
		•				£
						£
						£
			Totals			£
5	Statement of car	pital (Share capital	in other currencies)			
Please complete a sep		ry class of shares held in urrency	other currencies.			
Currency					<u></u>	· _r
Class of shares (E.g. Ordinary / Preference et	:c)	Amount paid up on each share ©	Amount (if any) unpaid on each share O	Number of share		Aggregate nominal value
		<u> </u>				
			Totals			
Сиптепсу						10-10-1
Class of shares (E.g. Ordinary/Preference etc	_)	Amount paid up on each share &	Amount (if any) unpaid on each share O	Number of share	E 6	Aggregate nominal value 0
		<u> </u>				
			Totais	<u> </u>		<u> </u>
6	Statement of cap	pital (Totals)				
	Please give the total issued share capital.		total aggregate nominal v	raiue of	Please lis	ogregate nominal value st total aggregate values in
Total number of shares	48,868,305					currencies separately. For .£100 + €100 + \$10 etc.
Total aggregate nominal value •	£48,868,305			-		
● Including both the nomis share premium ● Total number of issued s		D.E.g. Number of shares issument to the common value of each shares is the common of the common value of each shares is the common of the common value of each shares is the common of the common value of each shares is the common of the common value of each shares is the common of the common value of each shares is the common of the common value of each shares is the common of the common value of each shares is the common value of each share is the common value of each shares is the common value of each share is the common value of each shares is the common value of each	are. Pleas	rtinuation Page ise use a Statem e if necessary.		al continuation

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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

Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share 0	Amount (if any) unpaid on each share (9)	Number of shares 9	Aggregate nommal value ①
ORDINARY	£1 00	0	48,822316	£48822316
ORDINARY	£27 21	o	131	£131
ORDINARY	£33 21	o	686	£686
ORDINARY	£36 72	a	416	£416
ORDINARY	£32 06	0	1331	£1331
ORDINARY	£34 25	0	7714	£7714
ORDINARY	£37 87	0	7320	£7320
ORDINARY	£12 60	0	750	£750
ORDINARY	£16 96	0	4519	£4519
ORDINARY	£28 06	0	3900	£3900
ORDINARY	£33 73	0	908	£908
ORDINARY	£27 63	o	184	£184
ORDINARY	£9.71	0	3500	£3500
ORDINARY	£11 04	0	2500	£2500
ORDINARY	£12 79	0	5250	£5250
ORDINARY	£16 05	0	2500	£2500
ORDINARY	£12 62	D	150	£150
ORDINARY	£28 48	0	1088	£1088
ORDINARY	£34 77	0	1362	£1362
ORDINARY	£38 45	0	540	£540
ORDINARY	£17 22	o	1240	£1240
		lota!	ls 48,868,305	£48,868,305

• Including both the nominal value and any share premium.

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

Total number of Issued shares in this class.

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to sh	ares)
	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	Prescribed particulars of rights attached to shares The particulars are:
Class of share		a particulars of any voting rights,
Prescribed particulars 9	SEE CONTINUATION SHEET	including rights that arise only in certain circumstances, biparticulars of any rights, as respects dividends, to participate in a distribution, ciparticulars of any rights, as respects capital, to participate in a distribution (Including on winding up), and distribution are fiable to be redeemed or are fiable to be redeemed at the option of the company or the shareholder and any terms or conditions relating
Class of share		to redemption of these shares. A separate table must be used for
Prescribed particulars		each class of share. Continuation page Please use a Statement of Capital continuation page if necessary.
Class of share		
Prescribed particulars		
8	Signature	
<u> </u>	I am signing this form on behalf of the company.	O Societas Europaea
Signature	Sparter X Frien Oher ch	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. O Person authorised
	This form may be signed by Director Q Secretary, Person authorised Q Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	Under either section 270 or 274 of the Companies Act 2006.

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7	Statement of capital (Prescribed particulars of rights attached to sh
Class of share	ORDINARY
Prescribed particulars	A) EACH HOLDER OF AN ORDINARY SHARE SHALL HAVE ONE VOTE FOR EVERY ORDINARY SHARE OF WHICH IT IS A 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 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 NEXT WHOLE NUMBER.
	E) THE ORDINARY SHARES ARE NOT REDEEMABLE.

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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. Anna Ngo Latham & Watkins 99 Bishopsgate London County/Region UK UK ox 020 7710 4537 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, CF1 4 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 companieshouse.gov uk or email enquines@companieshouse.gov.uk

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