

SH01

Return of allotment of shares



Companies House

You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT**
You cannot use this form
notice of shares taken by
on formation of the company
for an allotment of a new
shares by an unlimited

THURSDAY



A05

A52G34N5

10/03/2016

#65

COMPANIES HOUSE

1 Company details

Company number 09451374

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 07/01/2016

To Date 01/01/2016

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.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	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	651	£1 00	£17.48	0
ORDINARY	GBP	323	£1 00	£35.92	0

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

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 SHEET				£
				£
				£
				£
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

Total number of shares 48,869,279

Total aggregate nominal value ⑤ £48,869,279

⑤ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

① Including both the nominal value and any share premium

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

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

③ Total number of issued shares in this class.

SH01 - continuation page

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	48,822,316	£48,822,316
ORDINARY	£27 21	0	131	£131
ORDINARY	£33.21	0	686	£686
ORDINARY	£36 72	0	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	0	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	0	150	£150
ORDINARY	£28 48	0	1088	£1088
ORDINARY	£34.77	0	1362	£1362
ORDINARY	£38 45	0	540	£540
ORDINARY	£17 22	0	1240	£1240
ORDINARY	£17 48	0	651	£651
ORDINARY	£35 92	0	323	£323
Totals			48869279	£48,869,279

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.

SH01

Return of allotment of shares

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

Class of share

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 and any terms or conditions relating to redemption of these shares.

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

8

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

① 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.

① Person authorised

Under either section 270 or 274 of the Companies Act 2006.

This form may be signed by:

Director ① Secretary, Person authorised ① Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

SH01 - continuation page
Return of allotment of shares

7	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 AN ORDINARY SHARE PRO RATA TO ITS SHAREHOLDING ROUNDED TO THE NEXT WHOLE NUMBER.</p> <p>E) THE ORDINARY SHARES ARE NOT REDEEMABLE.</p>	

SH01**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 Anna Ngo

Company name Latham & Watkins

Address 99 Bishopsgate

Post town London

County/Region UK

Postcode E C 2 M 3 X F

Country UK

DX

Telephone 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, 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.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