

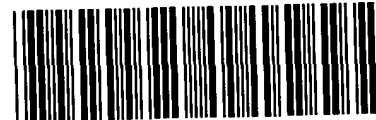
SH01

Return of allotment of shares



Companies House

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L5A3DQ00

LD5 28/06/2016 #13
COMPANIES HOUSE

L59BVQOG

LD3 17/06/2016 #91
COMPANIES HOUSE

☒ 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 a share by an unlimited company.

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 ¹

From Date d 0 d 2 m 0 m 5 y 2 y 0 y 1 y 6
To Date d 2 d 7 m 0 m 5 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.

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	259	£1.00	£29.05	0
ORDINARY	GBP	424	£1.00	£35.46	0
ORDINARY	GBP	1000	£1.00	£17.06	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)

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
See Continuation Sheets				£
				£
				£
				£
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.		❹ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	49,069,828	
Total aggregate nominal value ❹	£49,069,828	

❶ Including both the nominal value and any share premium.

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

❸ Total number of issued shares in this class.

Continuation Pages

Please use a Statement of Capital continuation page if necessary.

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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				
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY	£1.00	0	48822316	£48,822,316
ORDINARY	£1.00	0	50966	£50,966
ORDINARY	£9.71	0	3500	£3,500
ORDINARY	£10.24	0	10000	£10,000
ORDINARY	£10.45	0	8046	£8,046
ORDINARY	£10.59	0	8258	£8,258
ORDINARY	£11.04	0	2500	£2,500
ORDINARY	£12.60	0	750	£750
ORDINARY	£12.62	0	150	£150
ORDINARY	£12.79	0	5250	£5,250
ORDINARY	£13.19	0	150	£150
ORDINARY	£13.48	0	5075	£5,075
ORDINARY	£13.52	0	2425	£2,425
ORDINARY	£13.76	0	18567	£18,567
ORDINARY	£16.05	0	2500	£2,500
ORDINARY	£16.96	0	8144	£8,144
ORDINARY	£17.11	0	2500	£2,500
ORDINARY	£17.22	0	1240	£1,240
ORDINARY	£17.27	0	385	£385
ORDINARY	£17.42	0	9762	£9,762
ORDINARY	£17.43	0	9683	£9,683
ORDINARY	£17.48	0	651	£651
ORDINARY	£17.92	0	3888	£3,888
ORDINARY	£17.98	0	480	£480
ORDINARY	£18.01	0	134	£134
Totals				

❶ Including both the nominal value and any share premium.

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

❸ Total number of issued shares in this class.

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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				
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY	£18.08	0	4961	£4,961
ORDINARY	£19.80	0	1875	£1,875
ORDINARY	£22.15	0	5301	£5,301
ORDINARY	£22.58	0	2417	£2,417
ORDINARY	£27.21	0	131	£131
ORDINARY	£27.63	0	184	£184
ORDINARY	£28.06	0	4133	£4,133
ORDINARY	£28.48	0	1088	£1,088
ORDINARY	£29.08	0	7216	£7,216
ORDINARY	£29.33	0	494	£494
ORDINARY	£29.74	0	677	£677
ORDINARY	£29.79	0	1829	£1,829
ORDINARY	£29.89	0	397	£397
ORDINARY	£30.06	0	369	£369
ORDINARY	£30.23	0	5785	£5,785
ORDINARY	£30.47	0	1043	£1,043
ORDINARY	£32.06	0	1098	£1,098
ORDINARY	£32.09	0	815	£815
ORDINARY	£33.21	0	686	£686
ORDINARY	£33.73	0	908	£908
ORDINARY	£34.25	0	7714	£7,714
ORDINARY	£34.77	0	1362	£1,362
ORDINARY	£35.61	0	8476	£8,476
ORDINARY	£35.81	0	934	£934
ORDINARY	£35.92	0	323	£323
Totals				

❶ Including both the nominal value and any share premium.

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

❸ Total number of issued shares in this class.

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Return of allotment of shares

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 ❶	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
ORDINARY	£36.30	0	578	£578
ORDINARY	£36.36	0	2087	£2,087
ORDINARY	£36.58	0	9972	£9,972
ORDINARY	£36.69	0	1647	£1,647
ORDINARY	£36.72	0	416	£416
ORDINARY	£37.87	0	7320	£7,320
ORDINARY	£38.45	0	540	£540
ORDINARY	£39.49	0	207	£207
ORDINARY	£40.17	0	2426	£2,426
ORDINARY	£40.20	0	4316	£4,316
ORDINARY	£40.74	0	1100	£1,100
ORDINARY	£29.05	0	259	£259
ORDINARY	£35.46	0	424	£424
ORDINARY	£17.06	0	1000	£1,000
Totals			49,069,828	£49,069,828

② Total number of issued shares in this class.

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Return of allotment of shares

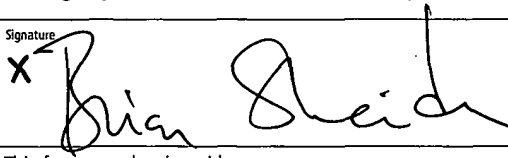
7

Statement of capital (Prescribed particulars of rights attached to 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 .		<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary.</p>
Class of share		
Prescribed particulars ①	See Continuation Sheet	
Class of share		
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		

8

Signature

I am signing this form on behalf of the company.		<p>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.</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</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

**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.

**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.

**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

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share		
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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