

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 for**
You cannot use this form to give
notice of shares taken by subscrip
on formation of the company or
for an allotment of a new class
shares by an unlimited company

WEDNESDAY



A04

A57PNEW9

25/05/2016

COMPANIES HOUSE

#270

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 ¹

From Date ^d1 ^d8 ^m0 ^m3 ^y2 ^y0 ^y1 ^y6

To Date ^d2 ^d2 ^m0 ^m3 ^y2 ^y0 ^y1 ^y6

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	815	£1 00	£32 09	0
ORDINARY	GBP	2500	£1 00	£17 11	0
ORDINARY	GBP	4330	£1 00	£18 08	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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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 ①	Number of shares ②	Aggregate nominal value ③
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 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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
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 49,008,016

Total aggregate nominal value ③ £49,008,016

③ 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

③ Total number of issued shares in this class

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

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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

Currency				
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ①
ORDINARY	£1 00	0	48873282	£48873282
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
ORDINARY	£29 33	0	494	£494
ORDINARY	£35 81	0	934	£934
Totals				£

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.

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ①
ORDINARY	£19 80	0	1875	£1875
ORDINARY	£39 59	0	207	£207
ORDINARY	£13 19	0	150	£150
ORDINARY	£40 17	0	2426	£2426
ORDINARY	£40 74	0	1100	£1100
ORDINARY	£10 59	0	8258	£8258
ORDINARY	£10 45	0	8046	£8046
ORDINARY	£13 76	0	18567	£18567
ORDINARY	£17 27	0	385	£385
ORDINARY	£17 43	0	9683	£9683
ORDINARY	£17 42	0	9762	£9762
ORDINARY	£30 47	0	1043	£1043
ORDINARY	£30 23	0	5785	£5785
ORDINARY	£30 06	0	369	£369
ORDINARY	£63 69	0	1647	£1647
ORDINARY	£18 08	0	631	£631
ORDINARY	£18 01	0	134	£134
ORDINARY	£29 79	0	1829	£1829
ORDINARY	£36 36	0	2087	£2087
ORDINARY	£40 20	0	4316	£4316
BONUS	£1825535174 67	0	1	£1 00
ORDINARY	£29 89	0	397	£397
ORDINARY	£32 09	0	815	£815
ORDINARY	£17 11	0	2500	£2500
ORDINARY	£18 08	0	4330	£4330
Totals			49,008,016	£49,008,016

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

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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 a	SEE CONTINUATION SHEET
Class of share	
Prescribed particulars a	
Class of share	
Prescribed particulars a	

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.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X *Brian Schneider* XThis form may be signed by
Director, Secretary, Person authorised, Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager.

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.

Person authorised

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

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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 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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Statement of capital (Prescribed particulars of rights attached to shares)



Class of share	Bonus Share	
Prescribed particulars	THE BONUS SHARE IS REDEEMABLE ON DEMAND BY THE COMPANY, AND SHALL NOT ENTITLE THE HOLDER TO RECEIVE NOTICE OF, ATTEND AND SPEAK AT AND VOTE AT, GENERAL MEETINGS OF THE COMPANY, NOR ANY RIGHTS IN RESPECT OF DIVIDENDS, DISTRIBUTIONS, OR ANY RETURN OF CAPITAL ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE	


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 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	Cigi Maria Puthuppally
Company name	Latham & Watkins
Address	89 Bishopsgate
Post town	London
County/Region	UK
Postcode	E C 2 M 3 X F
Country	UK
Dx	
Telephone	020 7710 1000

 Checklist
We may return the forms completed incorrectly or with information missing.
Please make sure you have remembered the following.
<input type="checkbox"/> The company name and number match the information held on the public Register.
<input type="checkbox"/> You have shown the date(s) of allotment in section 2.
<input type="checkbox"/> You have completed all appropriate share details in section 3.
<input type="checkbox"/> You have completed the appropriate sections of the Statement of Capital.
<input type="checkbox"/> 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