

**Return of Allotment of Shares**Company Name: **FUSION IMPLANTS LTD.**Company Number: **08437560**Received for filing in Electronic Format on the: **19/05/2015**

X47RP3HS

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
31/03/2015

Class of Shares:	ORDINARY	Number allotted	26
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	0.01
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	B ORDINARY	Number allotted	31
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	0.01
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	PREFERENCE	Number allotted	150000
Currency:	GBP	Nominal value of each share	1
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	866
Currency:	GBP	Aggregate nominal value:	8.66
		Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

SUM OF NOT LESS THAN 30% OF THE PRE-TAX PROFITS OF THE COMPANY FOR SUCH FINANCIAL YEAR TO BE DISTRIBUTED PRO RATA AND PARI PASSU AS IF THEY CONSTITUTED SHARES OF THE SAME CLASS. (C) ON A RETURN OF ASSETS OF LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES IN RESPECT OF EACH PREFERENCE SHARE HELD THE ISSUE PRICE OF THAT PREFERENCE SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF THE PREFERENCE DIVIDEND IN RESPECT OF THAT PREFERENCE SHARE. (II) SECOND IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES IN RESPECT OF EACH A ORDINARY SHARE HELD THE ISSUE PRICE OF THAT A ORDINARY SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF DIVIDEND IN RESPECT OF THAT A ORDINARY SHARE. (III) THIRD IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES (WHO ARE FOUNDERS) IN RESPECT OF EACH ORDINARY SHARE HELD THE ISSUE PRICE OF THAT ORDINARY SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF DIVIDEND IN RESPECT OF THAT ORDINARY SHARE. (IV) FOURTH IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES (WHO ARE NOT FOUNDERS) IN RESPECT OF EACH ORDINARY SHARE HELD THE ISSUE PRICE OF THAT ORDINARY SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF DIVIDEND IN RESPECT OF THAT ORDINARY SHARE. (V) FIFTH IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES IN RESPECT OF EACH B ORDINARY SHARE HELD THE ISSUE PRICE OF THAT B ORDINARY SHARE. ANY BALANCE REMAINING SHALL BE DISTRIBUTED AMONG THE A ORDINARY SHARES, ORDINARY SHARES AND B ORDINARY SHARES AS IF THEY ALL CONSTITUTED SHARES OF THE SAME CLASS. (D) THE ORDINARY SHARES CARRY NO RIGHT OF REDEMPTION.

Class of Shares:	A	Number allotted	400
	ORDINARY	Aggregate nominal value:	4

Currency:	GBP	Amount paid per share	100
		Amount unpaid per share	0

Prescribed particulars

FOLLOWING PAYMENT OF THE PREFERENCE DIVIDEND (TO PREFERENCE SHARES) AND PREFERENTIAL DIVIDEND (TO A ORDINARY SHARES), IN EACH FINANCIAL YEAR FOLLOWING THE FIFTH ANNIVERSARY OF 17 DECEMBER 2013 (ADOPTION DATE OF THE ARTICLES OF ASSOCIATION), THE ORDINARY SHARES, A ORDINARY SHARES AND B ORDINARY SHARES SHALL CARRY A CUMULATIVE PREFERENTIAL DIVIDEND OF AN AGGREGATE SUM OF NOT LESS THAN 30% OF THE PRE-TAX PROFITS OF THE COMPANY FOR SUCH FINANCIAL YEAR TO BE DISTRIBUTED PRO RATA AND PARI PASSU AS IF THEY CONSTITUTED SHARES OF THE SAME CLASS. (C) ON A RETURN OF ASSETS ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES IN RESPECT OF EACH PREFERENCE SHARE HELD THE ISSUE PRICE OF THAT PREFERENCE SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF THE PREFERENCE DIVIDEND IN RESPECT OF THAT PREFERENCE SHARE. (II) SECOND IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES IN RESPECT OF EACH A ORDINARY SHARE HELD THE ISSUE PRICE OF THAT A ORDINARY SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF DIVIDEND IN RESPECT OF THAT A ORDINARY SHARE. (III) THIRD IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES (WHO ARE FOUNDERS) IN RESPECT OF EACH ORDINARY SHARE HELD THE ISSUE PRICE OF THAT ORDINARY SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF DIVIDEND IN RESPECT OF THAT ORDINARY SHARE. (IV) FOURTH IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES (WHO ARE NOT FOUNDERS) IN RESPECT OF EACH ORDINARY SHARE HELD THE ISSUE PRICE OF THAT ORDINARY SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF DIVIDEND IN RESPECT OF THAT ORDINARY SHARE. (V) FIFTH IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES IN RESPECT OF EACH B ORDINARY SHARE HELD THE ISSUE PRICE OF THAT B ORDINARY SHARE. ANY BALANCE REMAINING SHALL BE DISTRIBUTED AMONG THE A ORDINARY SHARES, ORDINARY SHARES AND B ORDINARY SHARES AS IF THEY ALL CONSTITUTED SHARES OF THE SAME CLASS. (D) THE A ORDINARY SHARES CARRY NO RIGHTS OF REDEMPTION.

Class of Shares:	B	Number allotted	101
	ORDINARY	Aggregate nominal value:	1.01

Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

THE ORDINARY SHARES, A ORDINARY SHARES AND B ORDINARY SHARES SHALL CARRY A CUMULATIVE PREFERENTIAL DIVIDEND OF AN AGGREGATE SUM OF NOT LESS THAN 30% OF THE PRE-TAX PROFITS OF THE COMPANY FOR SUCH FINANCIAL YEAR TO BE DISTRIBUTED PRO RATA AND PARI PASSU AS IF THEY CONSTITUTED SHARES OF THE SAME CLASS. (C) ON A RETURN OF ASSETS ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES IN RESPECT OF EACH PREFERENCE SHARE HELD THE ISSUE PRICE OF THAT PREFERENCE SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF THE PREFERENCE DIVIDEND IN RESPECT OF THAT PREFERENCE SHARE. (II) SECOND IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES IN RESPECT OF EACH A ORDINARY SHARE HELD THE ISSUE PRICE OF THAT A ORDINARY SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF DIVIDEND IN RESPECT OF THAT A ORDINARY SHARE. (III) THIRD IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES (WHO ARE FOUNDERS) IN RESPECT OF EACH ORDINARY SHARE HELD THE ISSUE PRICE OF THAT ORDINARY SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF DIVIDEND IN RESPECT OF THAT ORDINARY SHARE. (IV) FOURTH IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES (WHO ARE NOT FOUNDERS) IN RESPECT OF EACH ORDINARY SHARE HELD THE ISSUE PRICE OF THAT ORDINARY SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF DIVIDEND IN RESPECT OF THAT ORDINARY SHARE. (V) FIFTH IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES IN RESPECT OF EACH B ORDINARY SHARE HELD THE ISSUE PRICE OF THAT B ORDINARY SHARE. ANY BALANCE REMAINING SHALL BE DISTRIBUTED AMONG THE A ORDINARY SHARES, ORDINARY SHARES AND B ORDINARY SHARES AS IF THEY ALL CONSTITUTED SHARES OF THE SAME CLASS. (D) THE ORDINARY SHARES CARRY NO RIGHTS OF REDEMPTION.

Class of Shares:	PREFERENCE	Number allotted	210000
Currency:	GBP	Aggregate nominal value:	210000
		Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

(A) EACH PREFERENCE SHARE SHALL CARRY THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT ALL GENERAL MEETINGS BUT SHALL CARRY NO VOTING RIGHTS IN RESPECT OF GENERAL MEETINGS OR WRITTEN RESOLUTIONS OF THE COMPANY. (B) EACH PREFERENCE SHARE SHALL BE ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT AN ANNUAL RATE OF 7% (NET) PER PREFERENCE SHARE ("PREFERENCE DIVIDEND"). THE PREFERENCE DIVIDEND SHALL ACCRUE FROM 17 DECEMBER 2013 BUT NO PAYMENTS IN RESPECT OF ANY PREFERENCE DIVIDEND SHALL BE MADE UNTIL THE LAST TO OCCUR OF THE REDEMPTION DATE OF THE PREFERENCE SHARES TO WHICH THE PREFERENCE DIVIDEND RELATES (BEING THE DATE OF REDEMPTION OF THE PREFERENCE SHARES IN EQUAL INSTALMENTS ON 1 SEPTEMBER 2018, 1 MARCH 2019, 1 SEPTEMBER 2019 AND 1 MARCH 2020) OR THE DATE ON WHICH THE COMPANY FIRST HAS AVAILABLE PROFITS. (C) ON A RETURN OF ASSETS ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED FIRST IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES IN RESPECT OF EACH PREFERENCE SHARE HELD THE ISSUE PRICE OF THAT PREFERENCE SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF THE PREFERENCE DIVIDEND IN RESPECT OF THAT PREFERENCE SHARE. (D) THE PREFERENCE SHARES SHALL BE REDEEMED IN FOUR EQUAL INSTALMENTS ON 1 SEPTEMBER 2018, 1 MARCH 2019, 1 SEPTEMBER 2019 AND 1 MARCH 2020 AND ON EACH REDEMPTION DATE THE COMPANY SHALL PAY AN AMOUNT EQUAL TO THE ISSUE PRICE (AND ANY ACCRUAL OR ARREARS OF THE PREFERENCE DIVIDEND) ON EACH OF THE PREFERENCE SHARES TO BE REDEEMED.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	211367
		Total aggregate nominal value:	210013.67

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.