



Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **FUSION IMPLANTS LTD.**

Company Number: **08437560**



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Company Name: **FUSION IMPLANTS LTD.**

Company Number: **08437560**

Confirmation **01/04/2021**

Statement date:

# Statement of Capital (Share Capital)

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Class of Shares:	ORDINARY	Number allotted	973
Currency:	GBP	Aggregate nominal value:	9.73

Prescribed particulars

A) EACH ORDINARY SHARE SHALL CARRY THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS. (B) FOLLOWING PAYMENT 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 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.

<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>400</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>4</b>
Currency:	<b>GBP</b>		
Prescribed particulars			

A) EACH A ORDINARY SHARE SHALL CARRY THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND SPEAK AND VOTE AT ALL GENERAL MEETINGS. (B) EACH A ORDINARY SHARE SHALL BE ENTITLED TO A CUMULATIVE PREFERENTIAL DIVIDEND OF AN AGGREGATE SUM EQUAL TO 7.5% (PRE-TAX) PROFITS OF THE COMPANY FOR SUCH FINANCIAL YEAR ("PREFERENTIAL DIVIDEND"). THE PREFERENCE DIVIDEND SHALL ACCRUE AND BECOME PAYABLE FROM 17 DECEMBER 2018. 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.

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>87</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>0.87</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**(A) EACH B ORDINARY 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) 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 ORDINARY SHARES CARRY NO RIGHTS OF REDEMPTION.**

<b>Class of Shares:</b>	<b>PREFERENCE</b>	Number allotted	<b>210000</b>
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Currency:	<b>GBP</b>	Aggregate nominal value:	<b>210000</b>
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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.**

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## **Statement of Capital (Totals)**

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Currency:	<b>GBP</b>	Total number of shares:	<b>211460</b>
		Total aggregate nominal value:	<b>210014.6</b>
		Total aggregate amount	<b>0</b>
		unpaid:	

# Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	<b>214 transferred on 2020-07-28</b> <b>286 transferred on 2021-03-30</b> <b>0 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>CHRISTOPHER SUTCLIFFE</b>
Shareholding 2:	<b>286 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>DANIEL JONES</b>
Shareholding 3:	<b>58 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ROBERT PETTITT</b>
Shareholding 4:	<b>58 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JOHN INNES</b>
Shareholding 5:	<b>400 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ENTERPRISE VENTURES (GENERAL PARTNER NW VENTURE) LIMITED AS GENERAL PARTNER OF NWF (VENTURE CAPITAL) LP</b>
Shareholding 6:	<b>285 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MYLES BENJAMIN WALTON</b>
Shareholding 7:	<b>60 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JOESEPH HENRY ROBINSON</b>
Shareholding 8:	<b>210000 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>ENTERPRISE VENTURES (GENERAL PARTNER NW VENTURE) LIMITED AS GENERAL PARTNER OF NWF (VENTURE CAPITAL) LP</b>
Shareholding 9:	<b>15 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>PAUL WHITTLE</b>
Shareholding 10:	<b>12 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ANTHONY FIFE</b>

Shareholding 11: **286 ORDINARY shares held as at the date of this confirmation statement**  
Name: **LOUISA PARRY**



## **Confirmation Statement**

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor