



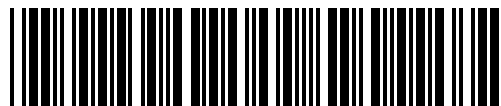
Companies House

CS01_(ef)

Confirmation Statement

Company Name: **Ventus Medical Limited**

Company Number: **09364884**



Received for filing in Electronic Format on the: **22/12/2022**

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Company Name: **Ventus Medical Limited**

Company Number: **09364884**

Confirmation Statement date: **22/12/2022**

Sic Codes: **72190**

Principal activity description: **Other research and experimental development on natural sciences and engineering**

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	2651250
Currency:	GBP	Aggregate nominal value:	265.125

Prescribed particulars

EACH ORDINARY SHARE SHALL ENTITLE THE HOLDER OF IT TO ONE VOTE ON ALL RESOLUTIONS PROPOSED TO THE MEMBERS GENERALLY ON WHICH SUCH ORDINARY SHARES ARE ENTITLED TO VOTE. THE ECONOMIC RIGHTS OF THE ORDINARY SHARES ARE SUBJECT TO THE RIGHTS OF THE 'A' ORDINARY SHARES. PLEASE REFER TO THE PRESCRIBED PARTICULARS OF THE 'A' ORDINARY SHARES FOR FULL DETAILS.

Class of Shares:	A	Number allotted	12611940
	ORDINARY	Aggregate nominal value:	1261.194
Currency:	GBP		

Prescribed particulars

EACH 'A' ORDINARY SHARE SHALL ENTITLE THE HOLDER OF IT TO ONE VOTE ON ALL RESOLUTIONS PROPOSED TO THE MEMBERS GENERALLY ON WHICH SUCH 'A' ORDINARY SHARES ARE ENTITLED TO VOTE. THE COMPANY BEFORE DECLARING DIVIDENDS AND BEFORE THE APPLICATION OF ANY PROFITS TO RESERVES OR FOR ANY OTHER PURPOSE, SHALL PAY IN RESPECT OF EACH A SHARE A CASH DIVIDEND PER A SHARE AS FOLLOWS: 8% OF THE SUBSCRIPTION PRICE OF SUCH A SHARE EACH YEAR; ACCRUAL DATE: ACCRUING QUARTERLY FROM THE DATE OF SUBSCRIPTION OF SUCH A SHARES WHETHER OR NOT DECLARED, RESOLVED OR APPROVED; FIXED PAYMENT DATES: THE DATE OF AN IPO, SALE OR RETURN OF ASSETS PURSUANT TO ARTICLE 4 OR CONVERSION PURSUANT TO ARTICLE 5. THE AMOUNT OF THE ACCRUED A SHARE DIVIDEND TO BE PAID SHALL BE THE AMOUNT ACCRUED TO THE RESPECTIVE PAYMENT DATE. SUCH PAYMENT DATES FROM TIME TO TIME AS DETERMINED BY THE BOARD SHALL BE THE DUE DATE(S) FOR PAYMENT OF THE ACCRUED A SHARE DIVIDEND. THE AMOUNT OF THE ACCRUED A SHARE DIVIDEND TO BE PAID SHALL BE THE AMOUNT ACCRUED TO THE DATE DETERMINED BY THE BOARD WHICH MAY BE TO A DATE EARLIER BUT NOT LATER THAN THE DUE DATE(S) FOR PAYMENT. ONCE ALL ACCRUED A SHARE DIVIDENDS HAVE BEEN PAID, ANY REMAINING PROFITS, WITH THE PRIOR WRITTEN CONSENT OF A SHAREHOLDER MAJORITY, WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY, PROVIDED THAT SUCH EQUITY DIVIDENDS SHALL NOT BE CUMULATIVE. THE A SHARE DIVIDEND SHALL BE CUMULATIVE. ON A LIQUIDATION, THE MEMBERS SHALL APPLY ANY REALISED EQUITY VALUE IN THE FOLLOWING ORDER OF PRIORITY: PAYING FIRST TO THE HOLDER(S) OF THE 'A' ORDINARY SHARES THEIR RESPECTIVE SUBSCRIPTION PRICE TOGETHER WITH ANY ACCRUALS OF THE A SHARE DIVIDENDS; AND THEREAFTER, THE BALANCE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES AND 'A' ORDINARY SHARES IN PROPORTION TO THEIR SHAREHOLDINGS RESPECTIVELY. AN INVESTOR SHALL HAVE THE RIGHT AT ANY TIME AFTER THE 8TH ANNIVERSARY OF THE ADOPTION DATE OF THE ARTICLES BY GIVING 7 DAYS WRITTEN NOTICE TO REQUIRE THE COMPANY TO REDEEM FOR CASH AT THE REDEMPTION PRICE SUCH NUMBER OF 'A' ORDINARY SHARES HELD BY IT OR SET OUT IN THE REDEMPTION NOTICE. IF THE COMPANY IS UNABLE TO REDEEM ALL THE 'A' ORDINARY SHARES ON THE REDEMPTION DATE, THE COMPANY SHALL REDEEM SUCH NUMBER OF SHARES AS MAY BE LAWFULLY REDEEMED AT THAT TIME IN THE PROPORTION OF 'A' ORDINARY SHARES SUBJECT TO THE REDEMPTION NOTICES. THE COMPANY SHALL REDEEM THE REMAINING 'A' ORDINARY SHARES AS SOON AS ABLE TO DO SO IN COMPLIANCE WITH THE ACT IN PROPORTION AS NEARLY AS CIRCUMSTANCES

PERMIT TO THE NUMBER OF ‘A’ ORDINARY SHARES AS PER THE REDEMPTION NOTICES.
IF THE COMPANY HAS NOT REDEEMED THE ‘A’ ORDINARY SHARES THE SUBJECT OF
REDEMPTION NOTICES WITHIN 30 DAYS THE HOLDERS OF ‘A’ ORDINARY SHARES SHALL
BE ENTITLED TO APPOINT AND REMOVE A MAJORITY OF THE BOARD.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	15263190
		Total aggregate nominal value:	1526.319
		Total aggregate amount	0
		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: **12178481 A ORDINARY shares held as at the date of this confirmation statement**

Name: **ADVENT LIFE SCIENCES FUND II LP**

Shareholding 2: **433459 A ORDINARY shares held as at the date of this confirmation statement**

Name: **ADVENT LIFE SCIENCES LLP**

Shareholding 3: **192000 ORDINARY shares held as at the date of this confirmation statement**

Name: **CJLI LIMITED**

Shareholding 4: **288000 ORDINARY shares held as at the date of this confirmation statement**

Name: **CHRISTOPHER JOHN LORD**

Shareholding 5: **192000 ORDINARY shares held as at the date of this confirmation statement**

Name: **DTNI LIMITED**

Shareholding 6: **480000 ORDINARY shares held as at the date of this confirmation statement**

Name: **DAVID LAWSON**

Shareholding 7: **288000 ORDINARY shares held as at the date of this confirmation statement**

Name: **DAVID THOMAS NEWNS**

Shareholding 8: **601250 ORDINARY shares held as at the date of this confirmation statement**

Name: **JULIEN LACOUR-GAYET**

Shareholding 9: **50000 ORDINARY shares held as at the date of this confirmation statement**

Name: **KAVEH MERARI**

Shareholding 10: **480000 ORDINARY shares held as at the date of this confirmation statement**

Name: **MARK DIGNUM**

Shareholding 11: **80000 ORDINARY shares held as at the date of this confirmation statement**

Name: **TIM RUSSELL BYRNE**

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