

**Return of Allotment of Shares**Company Name: **Ventus Medical Limited**Company Number: **09364884**Received for filing in Electronic Format on the: **25/02/2023**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	20/02/2023	

Class of Shares:	ORDINARY	Number allotted	30000
Currency:	GBP	Nominal value of each share	0.0001
		Amount paid:	0.0001
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	2681250
Currency:	GBP	Aggregate nominal value:	268.125

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:	15293190
		Total aggregate nominal value:	1529.319
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

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