



## Return of Allotment of Shares

Company Name: **Ventus Medical Limited**

Company Number: **09364884**



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## Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	<b>09/03/2021</b>	

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>182500</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.0001</b>
		Amount paid:	<b>0.0001</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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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	9179105
	ORDINARY	Aggregate nominal value:	917.9105

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.**

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>11830355</b>
		Total aggregate nominal value:	<b>1183.0355</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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