

Notice of cancellation of shares



Companies House

You may use this form to give notice
of a cancellation of shares by a
limited company on purchase

You cannot use this form to give notice of a cancellation of shares held by a public company under section 663 of the Companies Act 2006. To do this, please use form SH07.

1 Company details

Company name in full	VENTUS MEDICAL LIMITED
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All fields are mandatory unless specified or indicated by *

2	Date of cancellation
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3	Shares cancelled
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[illegible]

SH06

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

GBP	Ordinary shares	2,660,406	£266	
GBP	A ordinary shares	14,104,477	£1,410	
Totals		16,764,883	£1,676	£0

Currency table B

Totals				

Currency table C

Totals				

Total issued share capital table

Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value	Total aggregate amount unpaid ❶
		Show different currencies separately. For example: £100 + €100 + \$10	Show different currencies separately. For example: £100 + €100 + \$10
Grand total	16,764,883	£1,676	£0

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

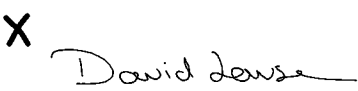
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Statement of capital (prescribed particulars of rights attached to shares)

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4 .	❶ Prescribed particulars of rights attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. A separate table must be used for each class of share. Continuation pages Please use a Statement of Capital continuation page if necessary.
Class of share	Ordinary share	
Prescribed particulars ❶	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. 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 Ordinary Shares are not redeemable.	
Class of share	A Ordinary share	
Prescribed particulars ❶		
Class of share		
Prescribed particulars ❶		

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Signature

	I am signing this form on behalf of the company.	❷ Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership. ❸ Person authorised Under either section 270 or 274 of the Companies Act 2006.
Signature	Signature  	
	This form may be signed by: Director❷, Secretary, Person authorised❷, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Stacey Tucker
Company name	Ventus Medical Limited
Address	Unit 8, The Matchworks Speke Road
	Garston,
Post town	Liverpool
County/Region	
Postcode	L 1 9 2 R F
Country	England
DX	
Telephone	

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

[illegible]

SH06 - continuation page

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5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	A Ordinary share
Prescribed particulars	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. 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.

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.