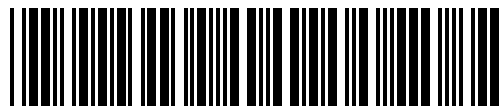


**Return of Allotment of Shares**Company Name: **DYSIS MEDICAL LIMITED**Company Number: **04446534**Received for filing in Electronic Format on the: **11/04/2022**

XB1QJEU3

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>08/04/2022</b>	

<b>Class of Shares:</b>	<b>SENIOR</b>	Number allotted	<b>381970</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>0.000001</b>
	<b>ORDINARY</b>	Amount paid:	<b>10</b>
Currency:	<b>GBP</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:	SENIOR	Number allotted	5103699
	PREFERRED	Aggregate nominal value:	5.103699
	ORDINARY		
Currency:	GBP		
Prescribed particulars			

**INCOME 1. COMPANY WILL ANNUALLY PAY IN RESPECT OF EACH SENIOR PREFERRED ORDINARY SHARE ("SPOS") A CUMULATIVE CASH PREFERENTIAL DIVIDEND (THE "PREF DIV") AT THE ANNUAL RATE OF 8% OF THE SENIOR PREFERRED SUBSCRIPTION PRICE PER SPOS; 2. DIVIDENDS SHALL BE DISTRIBUTED PRO RATA; 3. IF THE COMPANY IS UNABLE TO PAY IN FULL ON THE DUE DATE ANY PREF DIV THEN IT WILL PAY IT TO THE EXTENT THAT IT LAWFULLY CAN; 4. UNLESS THE COMPANY HAS INSUFFICIENT AVAILABLE PROFITS, THE PREF DIV WILL AUTOMATICALLY BECOME A DEBT DUE FROM & IMMEDIATELY PAYABLE BY THE COMPANY ON THE RELEVANT PAYMENT DATE; 5. IF THE COMPANY IS IN ARREARS, THE FIRST AVAILABLE PROFITS ARISING WILL BE APPLIED TO PAYING OFF ALL ARREARS OF EACH PREF DIV; 6. ON A LISTING, IF THE COMPANY HAS INSUFFICIENT AVAILABLE PROFITS FOR DISTRIBUTION, THE COMPANY SHALL, BY SPECIAL DIVIDEND, ALLOT TO EACH HOLDER OF SPOS BY WAY OF CAPITALISATION OF RESERVES SUCH NUMBER OF ORDINARY SHARES AS SHALL HAVE AN AGGREGATE REALISATION PRICE EQUAL TO THE OUTSTANDING ARREARS OF PREF DIVS DUE TO EACH HOLDER OF THE SPOS. IF THE COMPANY IS NOT LEGALLY PERMITTED TO CARRY OUT THE CAPITALISATION, THE HOLDERS OF SPOS SHALL BE ENTITLED TO SUBSCRIBE IN CASH AT PAR FOR SUCH NUMBER OF ADDITIONAL SHARES AS WOULD OTHERWISE HAVE BEEN ISSUED. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED 1. IN PAYING TO EACH HOLDER OF SPOS AN AMOUNT PER SPOS EQUAL TO THE SENIOR PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED PRO RATA); 2. IN PAYING TO EACH OF THE HOLDERS OF PREFERRED ORDINARY SHARES ("POS"), AN AMOUNT PER POS HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED PRO RATA); 3. IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES A TOTAL OF £10,000,000 IN AGGREGATE (OR IF LESS THE REMAINING SURPLUS ASSETS) PRO RATA (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY A TOTAL OF £10,000,000, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED PRO RATA); 4. IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; AND 5. THE BALANCE OF SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES PRO RATA (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS). VOTING 1. SUBJECT TO 2., AT GENERAL MEETINGS THE HOLDERS OF THE SPOS SHALL BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND VOTE AT, GENERAL MEETINGS & SHALL**

HAVE ONE VOTE ON A SHOW OF HANDS AND ON A POLL SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM 2. IF LV (TOGETHER WITH ITS AFFILIATES) HOLDS LESS THAN 75% OF THE TOTAL VOTING RIGHTS IN THE COMPANY, AND PROVIDED THAT A CASH REQUIREMENT NOTICE HAS BEEN SERVED, IN RESPECT OF ANY RESOLUTION OF THE SHAREHOLDERS IN CONNECTION WITH THE APPROVAL OF, OR REQUIRED TO COMPLETE, A LV FUNDRAISING THE VOTES ATTACHING TO THE SHARES HELD FROM TIME TO TIME BY LV SHALL HAVE BETWEEN THEM SUCH NUMBER OF VOTES (WHETHER ON A SHOW OF HANDS OR A POLL) AS EQUALS 75% OF THE TOTAL VOTING RIGHTS IN THE COMPANY.

Class of Shares:	PREFERRED	Number allotted	9643
	ORDINARY	Aggregate nominal value:	0.009643
Currency:	GBP		
Prescribed particulars			

**INCOME 1. THE COMPANY WILL ANNUALLY BEFORE ANY OTHER APPLICATION OF PROFITS SAVE PAYMENT OF THE PREFERENCE DIVIDEND TO HOLDERS OF SENIOR PREFERRED ORDINARY SHARES ("SPOS"), PAY IN RESPECT OF EACH PREFERRED ORDINARY SHARE ("POS") A FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND (THE "PREF DIV") AT THE ANNUAL RATE OF 8% OF THE PREFERRED SUBSCRIPTION PRICE; 2. DIVIDENDS SHALL BE DISTRIBUTED TO THE SHAREHOLDERS PRO RATA; 3. IF THE COMPANY IS UNABLE TO PAY IN FULL ON THE DUE DATE ANY PREF DIV THEN IT WILL PAY IT TO THE EXTENT THAT IT LAWFULLY CAN; 4. UNLESS THE COMPANY HAS INSUFFICIENT AVAILABLE PROFITS, THE PREF DIV WILL AUTOMATICALLY BECOME A DEBT DUE FROM & IMMEDIATELY PAYABLE BY THE COMPANY ON THE RELEVANT PAYMENT DATE; 5. IF THE COMPANY IS IN ARREARS, THE FIRST AVAILABLE PROFITS ARISING WILL BE APPLIED TO PAYING OFF ALL ARREARS OF EACH PREF DIV; 6. ON A LISTING, IF THE COMPANY HAS INSUFFICIENT AVAILABLE PROFITS FOR DISTRIBUTION, THE COMPANY SHALL, BY SPECIAL DIVIDEND, ALLOT TO EACH HOLDER OF POS BY WAY OF CAPITALISATION OF RESERVES SUCH NUMBER OF ORDINARY SHARES (DISREGARDING ANY FRACTIONAL SHARE) AS SHALL HAVE AN AGGREGATE REALISATION PRICE EQUAL TO THE OUTSTANDING ARREARS OF PREF DIVS DUE TO EACH HOLDER OF THE POS. IF THE COMPANY IS NOT LEGALLY PERMITTED TO CARRY OUT THE CAPITALISATION, THE HOLDERS OF POS SHALL BE ENTITLED TO SUBSCRIBE IN CASH AT PAR FOR SUCH NUMBER OF ADDITIONAL SHARES AS WOULD OTHERWISE HAVE BEEN ISSUED. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: 1. IN PAYING TO EACH HOLDER OF SPOS, AN AMOUNT PER POS EQUAL TO THE SENIOR PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE POS PRO RATA); 2. IN PAYING TO EACH OF THE HOLDERS OF POS, AN AMOUNT PER POS HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE POS PRO RATA); 3. IN PAYING TO HOLDERS OF ORDINARY SHARES A TOTAL OF £10,000,000 IN AGGREGATE (OR IF LESS THE REMAINING SURPLUS ASSETS) PRO RATA (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY A TOTAL OF £10,000,000, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF ORDINARY SHARES PRO RATA); 4. IN PAYING TO HOLDERS OF THE DEFERRED SHARES A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; AND 5. THE BALANCE OF SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG HOLDERS OF EQUITY SHARES PRO RATA (AS IF EQUITY SHARES CONSTITUTED**

ONE AND THE SAME CLASS). VOTING: 1. SUBJECT TO 2., AT GENERAL MEETINGS THE HOLDERS OF THE POS SHALL BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND VOTE AT, GENERAL MEETINGS & SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ON A POLL SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM 2. IF LV (TOGETHER WITH ITS AFFILIATES) HOLDS LESS THAN 75% OF THE TOTAL VOTING RIGHTS IN THE COMPANY, AND PROVIDED THAT A CASH REQUIREMENT NOTICE HAS BEEN SERVED, IN RESPECT OF ANY RESOLUTION OF THE SHAREHOLDERS IN CONNECTION WITH THE APPROVAL OF, OR REQUIRED TO COMPLETE, A LV FUNDRAISING THE VOTES ATTACHING TO THE SHARES HELD FROM TIME TO TIME BY LV SHALL HAVE BETWEEN THEM SUCH NUMBER OF VOTES (WHETHER ON A SHOW OF HANDS OR A POLL) AS EQUALS 75% OF THE TOTAL VOTING RIGHTS IN THE COMPANY.

Class of Shares:	<b>ORDINARY</b>	Number allotted	<b>351</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>0.000351</b>
Prescribed particulars			

AS TO INCOME, NEITHER THE ORDINARY SHARES NOR THE DEFERRED SHARES SHALL CONFER ON THE HOLDERS THEREOF ANY RIGHTS TO INCOME. AS TO A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (1) FIRST, IN PAYING TO EACH OF THE HOLDERS OF SENIOR PREFERRED ORDINARY SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SENIOR PREFERRED ORDINARY SHARE HELD EQUAL TO THE SENIOR PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SENIOR PREFERRED ORDINARY SHARE EQUAL TO THE SENIOR PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SENIOR PREFERRED ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SENIOR PREFERRED ORDINARY SHARES); (2) SECOND, IN PAYING TO EACH OF THE HOLDERS OF PREFERRED ORDINARY SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER PREFERRED ORDINARY SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER PREFERRED ORDINARY SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF PREFERRED ORDINARY SHARES); (3) THIRD, IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES A TOTAL OF £10,000,000 IN AGGREGATE (OR IF LESS, THE REMAINING SURPLUS ASSETS OF THE COMPANY) PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY A TOTAL OF £10,000,000, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SUCH SHARES); (4) FOURTH, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (5) FIFTH, THE BALANCE OF SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES PRO RATA (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF EQUITY SHARES HELD AS TO VOTING: (1) SUBJECT TO (2) BELOW, AS REGARDS VOTING IN GENERAL MEETINGS THE HOLDERS OF THE SENIOR PREFERRED ORDINARY SHARES, PREFERRED ORDINARY SHARES AND THE ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND VOTE AT, GENERAL MEETINGS OF THE COMPANY; AND EVERY HOLDER OF SENIOR PREFERRED ORDINARY SHARES, PREFERRED ORDINARY SHARES AND THE ORDINARY SHARES WHO

(BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY, SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ON A POLL EVERY HOLDER OF SENIOR PREFERRED ORDINARY SHARES, PREFERRED ORDINARY SHARES AND THE ORDINARY SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM; (2) IF LV (TOGETHER WITH ITS AFFILIATES) HOLDS LESS THAN 75% OF THE TOTAL VOTING RIGHTS OF THE ISSUED SHARE CAPITAL OF THE COMPANY, AND PROVIDED THAT A CASH REQUIREMENT NOTICE HAS BEEN SERVED, IN RESPECT OF ANY RESOLUTION OF THE SHAREHOLDERS IN CONNECTION WITH THE APPROVAL OF, OR REQUIRED TO COMPLETE, A LV FUNDRAISING INCLUDING, BUT NOT LIMITED TO, ANY STATUTORY APPROVALS REQUIRED FOR THE ISSUE OF NEW SECURITIES IN AN EXISTING OR NEW SUPERIOR SENIOR CLASS, THE VOTES ATTACHING TO THE SHARES HELD FROM TIME TO TIME BY LV SHALL HAVE BETWEEN THEM SUCH NUMBER OF VOTES (WHETHER ON A SHOW OF HANDS OR A POLL) AS EQUALS 75% OF THE TOTAL VOTING RIGHTS OF THE ISSUED SHARE CAPITAL OF THE COMPANY.



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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>5113693</b>
		Total aggregate nominal value:	<b>5.113693</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.