



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **Ventus Medical Limited**

Company Number: **09364884**



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X8L5921F

Company Name: **Ventus Medical Limited**

Company Number: **09364884**

Confirmation **22/12/2019**

Statement date:

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	2468750
Currency:	GBP	Aggregate nominal value:	246.875

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	5970149
	ORDINARY	Aggregate nominal value:	597.0149
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:	8438899
		Total aggregate nominal value:	843.8899
		Total aggregate amount unpaid:	0

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:	5764961 A ORDINARY shares held as at the date of this confirmation statement
Name:	ADVENT LIFE SCIENCES FUND II LP
Shareholding 2:	205188 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:	468750 ORDINARY shares held as at the date of this confirmation statement
Name:	JULIEN LACOUR-GAYET
Shareholding 9:	480000 ORDINARY shares held as at the date of this confirmation statement
Name:	MARK DIGNUM
Shareholding 10:	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